



**THE CANADIAN SOCIETY OF CARDIOLOGY TECHNOLOGISTS**

**SOCIÉTÉ CANADIENNE DES TECHNOLOGUES EN CARDIOLOGIE**

(the “**Society**”)

**BYLAW NO. 1-2023 (draft)**

*WHEREAS the Society was granted Letters Patent by the federal Government of Canada under the Canada Corporations Act on the 14<sup>th</sup> of December, 1970;*

*AND WHEREAS the Society has applied for Articles of Continuance to be continued under the Canada Not-for-Profit Corporations Act S.C. 2009, c.23;*

*NOW THEREFORE BE IT ENACTED as a General Operating Bylaw of the Society to take effect as follows:*

**CONTENTS**

Bylaw 1	Definitions	P 4
Bylaw 2	Interpretation	P 5
Bylaw 3	Members	P 5
Section 3.1	Membership	
Section 3.2	Membership Dues	
Section 3.3	Termination of Membership	
Section 3.4	Effect of Termination of Membership	
Section 3.5	Discipline of Members	
Section 3.6	Conflict of interest	
Section 3.7	Confidentiality	
Bylaw 4	Meeting of Members	P 8
Section 4.1	Annual Meeting	
Section 4.2	Notice of Meeting	
Section 4.3	Place of Meetings	
Section 4.4	Special Meetings	
Section 4.5	Persons Entitled to be Present	
Section 4.6	Chair of Meetings	

Section 4.7	Quorum	
Section 4.8	Voting	
Section 4.9	Participation by Electronic Means	
Section 4.10	Meeting held Entirely by Electronic Means	
Section 4.11	Absentee Voting	
Section 4.12	Absentee Voting by Mail-in Ballot or Electronic Ballot	
Section 4.13	Proposals	
Section 4.14	Cost of Publishing Proposals	
Bylaw 5	Recognized Provincial/Territorial Associations	P 12
Bylaw 6	Board of Directors	P 12
Section 6.1	Election of Directors	
Section 6.2	Proposals Nominating Directors at an Annual Meeting of Members	
Bylaw 7	Renumeration	P13
Bylaw 8	Meetings of Board of Directors	P 13
Section 8.1	Time and Place	
Section 8.2	Calling of Meetings	
Section 8.3	Notice of Meeting	
Section 8.4	Participation by Telephone or Electronic Means	
Section 8.5	Quorum	
Section 8.6	Voting	
Section 8.7	Minutes	
Bylaw 9	Powers of the Board	P 14
Bylaw 10	Officers	P 14
Section 10.1	Appointment of Officers	
Section 10.2	Officers of the Society	
Section 10.3	President	
Section 10.4	Vice-President	
Section 10.5	Treasurer	
Section 10.6	Education Director	
Section 10.7	Secretary	



## Bylaws 2023

Section 10.8 Registrar	
Bylaw 11 Director and Officer Vacancies	P 16
Section 11.1 Removal of Director or Officer	
Bylaw 12 Execution of Documents	P 17
Bylaw 13 Fiscal Matters	P 17
Section 13.1 Annual Financial Statements	
Section 13.2 Borrowing Powers	
Bylaw 14 Committees	P 18
Bylaw 15 Non-Office Appointed Positions	P 18
Section 15.1 Legal Counsel	
Section 15.2 Honorary President	
Section 15.3 Auditor	
Bylaw 16 Examination	P 18
Bylaw 17 Office	P 18
Bylaw 18 Invalidity of Provisions of this Bylaw	P 19
Bylaw 19 Errors and Omissions	P 19
Bylaw 20 Bylaws and Effective Date	P 19

**Bylaw 1 Definitions**

In all bylaws and resolutions of the Society, unless the context otherwise requires:

**"Act"** means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

**"Articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Society;

**"Board"** means the board of directors of the Society;

**"Bylaw"** means this Bylaw and any other Bylaw of the Society as amended and which are, from time to time, in force and effect;

**"Director"** means a member of the Board;

**"Meeting of Members"** includes an annual meeting of Members or a special meeting of members; "special meeting of Members" includes a meeting of any class or classes of Members and a special meeting of all Members entitled to vote at an annual meeting of Members;

**"Member"** means a member of the Society and **"Members"** or **"Membership"** means the collective membership of the Society;

**"Officer"** means an officer of the society;

**"Ordinary Resolution"** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

**"Prerequisite"** means something that is required as a prior condition for membership;

**"Proposal"** means a proposal submitted by a Member of the Society that meets the requirements of section 163 (Member Proposals) of the Act;

**"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time;

**"Special Resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

**"Voting members"** means Life Members and Registered Members in Good Standing. Voting members shall each have one (1) vote at all meetings of Members;

**Bylaw 2 Interpretation**

In the interpretation of this Bylaw, unless the context otherwise requires, the following rules shall apply:

- a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- b) words importing the singular number will include the plural and vice versa;
- c) the word “person” will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person; and
- d) if any of the provisions contained in the Bylaws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

**Bylaw 3 Members****Section 3.1 Membership**

**Registered member** – holds a valid certificate of qualification evidencing the successful completion of the Society’s certification examination

**Inactive member** – a registered Member who has self-declared that they are not actively working in the field.

**In Good Standing** – has satisfied all prerequisites in accordance with the policies established by the Board.

**Not in Good standing** – has not satisfied all prerequisites in accordance with the policies established by the Board.

Membership in the Society shall be restricted to the following classes:

**Class A** – has the right to vote at a meeting of the Members.

**Registered Member in Good Standing** – has the right to vote at a meeting of the Members, may be elected to the Board, and may be appointed to an office of the Society.

**Life Member** – a Registered Member who is Recognized for professional contribution to the Society, as approved by the Board. A Life Member has all of the privileges of a Registered Member in Good Standing

**Class B** – does NOT have the right to vote at a meeting of the Members

**Registered Member Not in Good Standing** – has no right to vote at a meeting of the Members and may not be elected to the Board nor may be appointed to an office of the Society. For clarity, a Registered Member who has been suspended pursuant to Section 3.5 herein shall be deemed to be of this class of membership pending the lifting of such suspension.

**Inactive Member in Good Standing** – does not have the right to vote at a meeting of the Members but may be appointed to an office of the Society.

**Inactive Member Not in Good Standing** – does not have the right to vote at a meeting of the Members and cannot be appointed to an office of the Society.

**Honorary, Business, Commercial or Industry Member** – any person not holding a valid certificate of qualification of the Society, but who has paid the applicable membership dues and who has received approval of the Board. This category of membership has no vote at a meeting of the Members and is not eligible to be elected to the Board.

All membership periods shall be annual, subject to their renewal. Memberships are non-transferable. Certification/Registration (membership) cards shall be issued annually by the Society. Such cards and membership numbers are the property of the Society, and the Society reserves the right to recall any membership card at any time.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendments to this section of the Bylaws if those amendments affect membership rights and/or conditions described in paragraphs 197(1), (h), (l) or (m).

### **Section 3.2 Membership Dues**

The dues period shall be the period commencing March 1<sup>st</sup> and continuing through February 28<sup>th</sup> of the following year (February 29<sup>th</sup> on leap years). Members, irrespective of category of membership, shall pay their respective dues either

- a) to their CSCT Recognized Provincial/Territorial Association, who shall remit such dues directly to the Society prior to the end of the dues period in each fiscal year, in order for the member to maintain membership in good standing with the Society in respect to dues; or
- b) directly to the Society where there is no CSCT Recognized Provincial/Territorial Association, prior to the end of the dues period in each fiscal year, in order for the member to maintain membership in good standing with the Society in respect to dues.

Any Member who fails to pay their annual dues, through their own negligence, within thirty (30) days of the demand thereof, ceases to be in good standing with the Society, but may be re-instated upon payment of all dues, fees and restoration of other such requirements for a Member in arrears, as prescribed by the Board. Acceptance of evidence of payment of membership dues shall be solely at the discretion of the Society.

### **Section 3.3 Termination of Membership**

A membership in the Society is terminated when:

- a) the Member dies or resigns;
- b) the Member is expelled or their Membership is otherwise terminated in accordance with the Articles or Bylaws;
- c) the Member's term of membership expires; or
- d) the Society is liquidated and dissolved under the Act.

### **Section 3.4 Effect of Termination of Membership**

Subject to the Articles, upon any termination of Membership, the rights of the Member, including any rights in the property of the Society, automatically cease to exist.

### **Section 3.5 Discipline of Members**

The Board may suspend or remove any Member from the Society pursuant to these Bylaws. The Board shall hear all disciplinary matters provided that it may appoint a discipline committee (the "Discipline Committee") to further investigate the conduct of a Member. If constituted, the Discipline Committee will provide a written report of its findings to the Board. The Board will then make a written decision.

The Discipline Committee shall consist of three (3) Registered Members in Good Standing.

Where a member is found guilty by the Board of unprofessional conduct, professional misconduct or conduct unbecoming of a Member (which conduct unbecoming may include the violation of any provision of the Articles, Bylaws, or policies of the Society, or may include any conduct which the Board in its sole and absolute discretion considers to be detrimental to the Society, having regard to the purposes of the Society), the Board may, by resolution:

- a) terminate the Member's membership;
- b) suspend the Member for a period not in excess of two (2) years;
- c) allow the certification of the Member to remain, subject to conditions imposed by the Board; or
- d) reprimand the Member.

Refer to the Discipline Procedure in the CSCT Membership Policy and Procedure Manual.

### **Section 3.6 Conflict of Interest**

All Members, employees and volunteers shall disclose to the Society the nature and extent of any interest that they have in a material contract or material transaction, whether made or proposed, with the Society, in accordance with the manner and timing provided in section 141 of the Act.

**Section 3.7 Confidentiality**

All Members, employees and volunteers shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

**Bylaw 4 Meeting of Members****Section 4.1 Annual Meeting**

An annual meeting of Members shall be held at such time in each year, as the Board may from time to time determine, provided that the annual meeting must be held not later than twelve (12) months after the end of the Society's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Society required by the Act to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

**Section 4.2 Notice of Meeting**

In accordance with and subject to the Act, 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.

Where the Society provides notice electronically, as referred to in section 4.2(b), and if a Member requests that notice be given by non-electronic means, the Society shall give notice of the meeting to the Member so requesting in the manner set out in section 4.2(a).

Notice of a meeting of Members shall also be given to each Director and to the auditor of the Society during a period of 21 to 60 days before the day on which the meeting is to be held. Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or Bylaw to be submitted to the meeting. The Directors may fix a record date for determination of Members entitled to receive notice of any meeting of Members in accordance with the requirements of section 161 of the Act. Subject to the Act, a notice of meeting of Members provided by the Society shall include any Proposal submitted to the Society under section 4.13.



**Section 4.3 Place of Meeting**

Meetings of members may be held at any place within Canada as the Board may determine.

**Section 4.4 Special Meetings**

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. On written requisition by Members carrying not less than five percent of the votes that may be cast at a meeting of Members sought to be held, the Board shall call a special meeting of Members, unless the exceptions in the Act are met. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

**Section 4.5 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors and the public accountant of the Society and such other persons who are entitled or required under any provision of the Act, Articles or Bylaws of the Society to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.

**Section 4.6 Chair of Meetings**

The chair of Members' meetings shall be the President or, in the absence of the President, the Vice-President or, in the absence of the Vice-President, the Education Director or, in the absence of the Education Director, the Treasurer.

**Section 4.7 Quorum of Meetings**

Quorum at any meeting of the Members shall be seventy-five (75) Voting Members. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a member may be present in person or by proxy.

**Section 4.8 Voting**

At any meeting of Members every question shall, unless otherwise provided by the Articles or Bylaws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

#### **Section 4.9 Participation by Electronic Means**

If the Society chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with the chairperson 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 Bylaw, 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.

#### **Section 4.10 Meeting Held Entirely by Electronic Means**

If the Directors or Members of the Society call a meeting of Members pursuant to the Act, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with the chairperson during the meeting.

#### **Section 4.11 Absentee Voting**

Pursuant to Section 171(1) of the Act, a Member entitled to vote at a meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- a) A proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- b) A Member may revoke a proxy by depositing an instrument or act in writing executed with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- c) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed;
- d) if a form of proxy is created by a person other than the Member, the form of proxy shall
  - i. indicate, in bold-face type,
    - a) the meeting at which it is to be used,
    - b) that the Member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
    - c) instructions on the manner in which the Member may appoint the proxyholder,
  - ii. contain a designated blank space for the date of the signature,

- iii. provide a means for the Member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
  - iv. provide a means for the Member to specify that the Membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of Directors,
  - v. provide a means for the Member to specify that the Membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of Directors, and
  - vi. state that the Membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the Membership is to be voted accordingly;
- e) a form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the Membership in respect of each matter or group of related matters;
  - f) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
  - g) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

#### **Section 4.12 Absentee Voting by Mail-in Ballot or Electronic Ballot**

A Member entitled to vote at a meeting of Members may vote by mail-in ballot or may vote by means of a telephonic, electronic or other communication facility if the Society has a system that enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Society without it being possible for the Society to identify how each member voted.

#### **Section 4.13 Proposals**

Subject to compliance with section 163 of the Act, a Member entitled to vote at an annual meeting may submit to the Society notice of any matter that the Member proposes to raise at the annual meeting (a "**Proposal**"). The Proposal needs to be received by the Society no later than 60 days prior to the Annual members meeting.

#### **Section 4.14 Cost of Publishing Proposals**

The Member who submitted the Proposal shall pay the cost of including the Proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

**Bylaw 5 Recognized Provincial/Territorial Associations**

A minimum of five (5) Registered Members in Good Standing and the approval of the Board is required in order that a Provincial/Territorial Association (whether incorporated or not) be Recognized as such by the Society.

Two (2) or more provinces and /or territories may be Recognized as one (1) Provincial/Territorial Association for the purpose of this Bylaw.

**Bylaw 6 Board of Directors**

The property and business of the Society shall be managed by a Board of Directors (the "Board").

The Board shall consist of a minimum of nine (9) and a maximum of fifteen (15) Registered Members in Good Standing.

The term of office of the Directors shall be not more than two (2) years, however Directors may be elected for consecutive terms.

**PROVINCIAL DIRECTORS:** One (1) Director from each Recognized Provincial/Territorial Association.

**DIRECTOR(S) AT LARGE:** Such further Directors as are elected by the Members at an annual meeting of Members, such that the Board does not exceed fifteen (15) Directors in total.

**Section 6.1 Election of Directors**

Directors shall be elected by the Members of the Society by Ordinary Resolution at an annual meeting of Members at which an election of Directors is required.

Unless the Members, by Ordinary Resolution, elect Directors to hold office for a term expiring later than the close of the next annual meeting of Members, the term of office of a Director upon election or appointment shall cease at the close of the second annual meeting of Members following their election or appointment, provided that if no Directors are elected at such annual meeting, they shall continue in office until their successor is elected or appointed.

Recognized Provincial/Territorial Associations shall submit the names of Provincial Director nominees to the Nominations Committee no later than thirty (30) days after the call for nominations.

If a Recognized Provincial/Territorial Association does not provide a nominee, or if there is no Recognized Provincial/Territorial Association, the Nominations Committee may provide its own nominee for election

Nominations for Directors at Large shall be submitted to the Nominations Committee no later than thirty (30) days after the call for nominations.

The Nominations Committee shall also consider the eligibility of any nominations submitted by a Proposal from a Member.

**Section 6.2 Proposals nominating Directors at an Annual Meeting of Members**

Any Proposal may include nominations for the election of directors if the Proposal is signed by not less than 5% of Members entitled to vote, and submitted to the Society no later than thirty (30) days after the call for nominations.

**Bylaw 7 Remuneration**

Directors, Officers and/or Committee Members shall not receive any stated remuneration for their services. Any remuneration for expenses incurred by Directors, Officers and/or Committee Members shall, upon proper application, be validated and approved by resolution of the Board.

Remuneration of any agent or employee of the Society shall be fixed by resolution of the Board. The President, Vice-President and Treasurer hereafter shall be constituted as the "Remuneration and Expenses Committee".

**Bylaw 8 Meetings of Board of Directors****Section 8.1 Time and Place**

The Board shall meet a minimum of four (4) times per year. The location and date of meetings shall be predetermined and agreed upon by the Board.

**Section 8.2 Calling of Meetings**

Meetings of the Board shall be called by the President, or, in their absence, the Vice-President, or in their absence, upon the signed request of any three Directors.

**Section 8.3 Notice of Meeting**

Notice of predetermined meetings shall be in written or electronic format to each Director not less than fifteen (15) days before the date of the meeting. For the first meeting of the Board at which a Director is appointed to fill a vacancy in the Board, no notice of such meeting shall be necessary to the newly elected or appointed Director or Directors in order for the meeting to be duly constituted, provided that a quorum of Directors be present.

Notice of an urgent virtual meeting shall be in written or electronic format to each Director not less than twenty-four (24) hours before the date of the meeting.

Subject to compliance with section 126 of the Act, in any instance when a board member is unable to attend any meeting of the Board, no person shall attend in their absence.

**Section 8.4 Participation by Telephone or Electronic Means**

If all the Directors consent, a Director may participate in a meeting of the Board by means of such telephone or other communication facilities as to permit all persons participating the meeting to communicate adequately with each other during the meeting and a Director participating in the meeting by that means is deemed to be present at the meeting. Every such meeting is subject to 8.02 and 8.04 and is to be recorded.

**Section 8.5 Quorum**

Fifty-one (51) % of all voting directors of the Board shall constitute a quorum, which quorum must be maintained throughout the meeting for conducting of the business of the Society.

**Section 8.6 Voting at Meetings (of the Board of Directors)**

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

**Section 8.7 Minutes**

All meetings of the Board are to be documented as formatted minutes.

**Bylaw 9 Powers of the Board**

The Board may exercise all such powers of the Society as are not covered by its governing legislation or by these Bylaws.

The Board shall have the power to authorize expenditures on behalf of the Society and have the right to pay salaries to employees.

The Board shall take such steps as they may deem requisite to enable the Society to receive donations and benefits for the furthering of the objective of the Society.

Only the Board can approve and implement a policy affecting Membership or proposed Bylaw amendments.

The Board may prescribe such temporary rules and regulations not inconsistent with these Bylaws relating to the management and operation of the Society as they deem expedient.

**Bylaw 10 Officers****Section 10.1 Appointment of Officers**

The Board shall biennially, or as often as may be required, appoint a President, Vice-President, Treasurer, Education Director, Secretary, and Registrar. The term of office for each Officer shall be two (2) years. Officers may be appointed for consecutive terms.

**Section 10.2 Officers of the Society**

The President, Vice President, Treasurer and Education Director shall also be known as the Executive Committee.

The President, Secretary and Treasurer and any signing authority of the Society may be bonded by a reputable bonding company for an appropriate amount.

A Director may be appointed to any office of the Society, but not all Officers need to be Directors. Except for the positions of Secretary and Treasurer, two (2) or more offices may be held by the same person. Officers shall perform all duties assigned to them, and have such powers as are delegated to them by the Board.

The Officers shall restore to the Society, in case of their death, resignation, retirement or removal from office, all books, papers, vouchers, and all other property belonging to the Society, in their possession or under their control.

**Section 10.3 President**

Must be a Director of the Society. They shall preside at all meetings of the Members and of the Board. The President shall be charged with the general supervision and management of the business and affairs of the Society. They shall see that all orders and resolutions of the Board are carried into effect.

**Section 10.4 Vice-President**

Must be a Director of the Society. On completion of their term, the Vice-President shall assume the position of President, on approval of the Board. They shall, in the absence or disability of the President, perform the duties and exercise the powers of the President.

**Section 10.5 Treasurer**

Must be a Director of the Society. They shall have the custody of the Society funds and securities. They shall keep full and accurate accounts of receipts and disbursements in books (physical and/or electronic) belonging to the Society. They shall deposit all monies and other valuable effects in the name and credit to the Society. The Treasurer shall disburse the funds of the Society as may be ordered by the Board, taking proper vouchers for such disbursement. An account of all transactions and financial position of the Society shall be rendered to the Board at each regular meeting, or whenever it is required. The Treasurer shall prepare a comprehensive budget for the ensuing fiscal year to be submitted to the Board prior to the annual Members meeting.



**Section 10.6 Education Director**

Must be a Director of the Society. The Education Director may appoint specific committees under their direction, as required and with the approval of the Board. They shall be responsible for the administration and supervision of the Society's certification examination.

**Section 10.7 Secretary**

Shall attend all meetings of the Board and all meetings of the Members, recording minutes including all votes cast. Under the supervision of the President and/or Board prior to each meeting, they shall create and distribute all appropriate meeting documentation according to predetermined timelines.

**Section 10.8 Registrar**

Shall have access to every provincial registry and oversee the accuracy of all member records. They shall assign a registration number to each new Member and mail a certificate to each Member upon successful completion of the Society's certification examination. They shall issue a membership card annually to each Member in Good Standing. They shall be responsible for validation of proxies at each annual meeting of Members or any special meeting of the Members of the Society.

**Bylaw 11 Director and Officer Vacancies**

The position of Director shall be automatically vacated in the following circumstances;

- a) A Director or Officer shall resign by delivering a written resignation to the President of the Society;
- b) A Director or Officer is unable to carry out their duties due to mental or physical reasons, with appropriate medical documentation.

**Section 11.1 Removal of Director or Officer**

- a) The Board may, by a two-thirds (2/3) majority vote at a meeting of the Board of the Directors called for the purpose, remove a Director or Officer from office; or
- b) The Voting Members of the Society may remove a Director or Officer from office by Special Resolution passed at a meeting of Members.

In accordance with and subject to the Act and the Articles, a quorum of the Board may fill a vacancy in the Board. A Director or Officer appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.



**Bylaw 12 Execution of Documents**

The President, along with either the Vice President or Treasurer, shall sign all Bylaws and other documents requiring the signature of the Officers of the Society. All contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Board shall have power from time to time, by Bylaw, to appoint an Officer or Officers on behalf of the Society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

**Bylaw 13 Fiscal Matters****Section 13.1 Annual Financial Statements**

The financial year-end of the Society is hereby confirmed as March 31 in each year. The Society shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Act. The Society shall send copies of the annual financial statements and any other documents required by the Act to the Members between 21 to 60 days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them.

Alternatively, the Society may:

- a) give notice to the Members stating that such documents are available at the registered office of the Society and any Member may request a copy free of charge at the registered office or by prepaid mail; or
- b) give notice to the Members stating that such documents are available electronically through a generally accessible electronic source, such as a website or email.

**Section 13.2 Borrowing Powers**

If authorized by a Special Resolution which is duly passed by the board, the Directors may from time to time:

- a) borrow money on the credit of the Society, including the utilization of a credit card
- b) issue, reissue, sell, pledge or hypothecate debt obligations of the Society; and
- c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Society, owned or subsequently acquired, to secure any debt obligation of the Society.

Any such Bylaw may provide for the delegation of such powers by the Directors to the Officers or Directors of the Society to the extent and manner as may be set out in the Bylaw.

Borrowing in excess of 25% of the accumulated surplus as per the previous fiscal year's approved Audited Financial Statement, must be approved by Special Resolution of the Members.

**Bylaw 14 Committees**

The Board may appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and subject to the Act, with such powers as the Board shall see fit. Any such committee shall select a chairperson who will also act as liaison to the Board. The committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Such committees can recommend but not change any policy affecting the Membership or operation of the Board. Any committee member may be removed by resolution of the Board of Directors.

A non-member may be appointed to a committee.

**Bylaw 15 Non-Office Appointed Positions**

The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and these persons shall have the authority and shall perform the duties as shall be prescribed by the Board at the time of said appointment.

**Section 15.1 Legal Counsel**

This position shall be appointed by the Board.

**Section 15.2 Honorary President**

This position shall be appointed by the Board.

**Section 15.3 Auditor**

At each annual meeting of the Members, the Voting Members shall appoint an Auditor to audit the accounts of the Society for the fiscal year. The report of the Auditor shall be presented to the Members of the Society at the next annual meeting of the Members.

**Bylaw 16 Examination**

The Society shall set and/or qualify such examinations that will reflect the current required educational standards as recommended to and approved by the Board.

**Bylaw 17 Office**

The registered office of the Society shall be situated in the province or territory specified in the Articles at such address as the Board may determine from time to time. The Directors may change the registered office to another place within the province specified in the Articles. A Special Resolution of the Members is required in order to authorize an amendment to the Articles to change the province in which the registered office of the Society is situated.

**Bylaw 18 Invalidity of Provisions of this Bylaw**

The invalidity or unenforceability of any provision of these Bylaws shall not affect the validity or enforceability of the remaining provisions.

**Bylaw 19 Omissions and Errors**

The accidental omission to give 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 Bylaws, 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.

**Bylaw 20 Bylaws and Effective Date**

The Board may amend or repeal any Bylaw by a resolution of the Directors. However, said resolution of the Directors is only effective on the date it is confirmed by Ordinary Resolution of the Members.

This section does not apply to a Bylaw that requires a Special Resolution of Members according to subsection 197(1) (fundamental change) of the Act.