

THE CANADIAN SOCIETY OF CARDIOLOGY TECHNOLOGISTS
SOCIETE CANADIENNE DES TECHNOLOGUES EN CARDIOLOGIE
(the “**Society**”)

BY-LAW NO. 1-2014

WHEREAS the Society was granted Letters Patent by the federal Government of Canada under the *Canada Corporations Act* on the 14th 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 By-law of the Society to take effect as follows:

1. DEFINITIONS

In all By-laws and resolutions of the Society, unless the context otherwise requires:

- (a) “**Act**” means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time;
- (b) “**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Society;
- (c) “**Board**” means the board of directors of the Society;
- (d) “**By-laws**” means this by-law and all other by-laws of the Society as amended and which are, from time to time, in force and effect;
- (e) “**Director**” means a member of the Board;
- (f) “**Member**” means a member of the Society and “**Members**” or “**Membership**” means the collective membership of the Society;

- (g) “**Officer**” means an officer of the Society;
- (h) “**Ordinary Resolution**” means a resolution passed by a majority of the votes cast on that resolution;
- (i) “**Proposal**” means a proposal submitted by a Member of the Society that meets the requirements of section 163 of the Act;
- (j) “**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time;
- (k) “**Special Resolution**” means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution;
- (l) “**Voting Members**” means Life Members and Registered Members in Good Standing. Voting Members shall each have one (1) vote at all meetings of Members.

2. INTERPRETATION

In the interpretation of this By-law, 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 only 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 By-laws 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.

3. MEMBERS

Section 3.01 - Membership:

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

- (a) **Registered Member in Good Standing** - a Registered Member who holds a valid certificate of qualification evidencing the successful completion of the Society's certification examination (or equivalent certification, as solely determined by the Board) and who has satisfied all prerequisites established by the Board, at the discretion of the Board (including but not limited to full payment of all applicable membership dues). A 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.
- (b) **Registered Member Not in Good Standing** - a Registered Member who holds a valid certificate of qualification evidencing the successful completion of the Society's certification examination (or equivalent certification, as solely determined by the Board), but who has not satisfied all prerequisites established by the Board (including but not limited to full payment of all applicable membership dues). A 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 4 herein shall be deemed to be of this class of membership pending the lifting of such suspension.
- (c) **Inactive Member** - any person who the Board may admit as qualified and has paid all applicable membership dues, but who has self-declared that he/she is not actively working in the field. Inactive Members do not have the right to vote, but may be appointed to an office of the Society.
- (d) **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 and is not eligible to be elected to the Board.
- (e) **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.

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 are the property of the Society, and the Society reserves the right to recall any membership card at any time.

Section 3.02 - Membership Dues:

The membership dues shall be determined annually by the Board and approved by the Voting Members of the Society at the Annual General Meeting of the Society. Any fees may be determined by the Board alone.

The dues period shall be the period commencing March 1st and continuing through February 28th of the following year (February 29th on leap years). Members, irrespective of category of membership, shall pay their respective dues to their Provincial/Territorial Association, which associations shall remit such dues directly to the Society prior to the end of the dues period, in each fiscal year, to maintain membership in good standing with the Society.

Any Member who fails to pay his/her 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 3.03 - Termination of Membership:

Membership in the Society is terminated when:

- (a) the Member dies;
- (b) the Member ceases to maintain the qualifications for membership in a membership class as set out in Section 3.01;
- (c) the Member resigns by delivering a written resignation to the Member's Provincial/Territorial Association, and such Provincial/Territorial Association delivers the resignation to the Society in which case such resignation shall be effective on the date specified in the resignation;

- (d) the Member is removed as a Member of the Society in accordance with Section 4;
- (e) the Member's term of membership expires, if any; or
- (f) the Society is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Director, an Officer and/or a committee member, as applicable, provided that the Board may, in its discretion, subsequently re-appoint such individual as an Officer or committee member if the Board deems it appropriate in the circumstances.

4. DISCIPLINE OF MEMBERS

Section 4.01 - Board Responsibility

The Board may suspend or remove any Member from the Society pursuant to these By-laws. 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, By-laws, 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.

Section 4.02 - Discipline Procedures:

- (a) Where an inquiry into the conduct of a Member is deemed advisable by the Board, registered notice shall be served upon that Member whose conduct is the subject of inquiry at least thirty (30) days before the first meeting of the Board or Discipline Committee.
- (b) The notice shall embody a copy of the charge(s) and a statement of the subject matter made against him/her. The notice shall also specify the date, time and location of the hearing.
- (c) The notice shall be served upon him/her personally or may be sent by registered mail, postage prepaid, to the last known address appearing on the membership register or other records of the Society and with verification of delivery or by affidavit of the person serving the notice.
- (d) A Registered notice sent by mail shall be deemed to have been served on the date when it was posted.
- (e) The person whose conduct is the subject of inquiry is entitled to be represented by counsel or agent. Financial responsibility for this remains with the person so charged.
- (f) The hearing(s) shall be held in private unless the person charged requests a public hearing(s), which request shall be decided by application to the Board, and which decision is in its sole and exclusive discretion.
- (g) Where the person whose conduct is the subject of inquiry does not attend the hearing, the Board or the Discipline Committee, may, upon proof of service of the notice, in accordance with this section, proceed with the inquiry in his/her absence and without further notice, and take such action as this By-law authorizes.
- (h) The hearing(s) may be adjourned by the Chair.

- (i) The testimony of a witness or witnesses at the hearing(s) shall be taken under oath as administered by the Board or Discipline Committee. A legal affidavit will be accepted.
- (j) There shall be a full right to cross-examination of a witness or witnesses and to call evidence in defence and reply.
- (k) The witness or witnesses shall be entitled to such allowance(s) as determined by the Board.
- (l) For the purpose of the hearing(s) a certified copy of a conviction(s) of a person of any crime or offence, under the Criminal Code, or any other statute, under the hand of the convicting Magistrate, Judge or Justice of the Peace or under the hand of the clerk of the Policy Court or Magistrate's Court, is conclusive evidence that the person has committed the crime(s) or offence(s) stated therein unless it is shown that the conviction(s) is quashed or set aside.
- (m) Evidence may be submitted before the Board or Discipline Committee holding the hearing(s) either by affidavit, *viva voce* or as the Board or Discipline Committee may determine.
- (n) All evidence submitted to the Board or Discipline Committee shall be transcribed or recorded.
- (o) All evidence submitted to the Board or Discipline Committee, together with all reports, orders and other papers on which the Board or Discipline Committee has acted, are to be preserved.
- (p) The decision of the Board shall in every instance be embodied in a formal order of the Board. This order shall be served as provided in sub-paragraph 4.02(b) and 4.02(c) hereof.

The Board shall have the power to charge or reimburse any Member of the Society for costs incurred through disciplinary action which, in the discretion of the Board, is considered warranted.

No person, firm or corporation shall have the right of action or claim against the Board or Discipline Committee for anything done under this By-law or the regulations.

The Board may cause any notice of suspension or termination of membership to be published with or without stating the reasons for such suspension or cancellation as the Board, in its absolute discretion, decides.

The Discipline Committee, may, with explicit Board approval, for the purpose of execution of its duties under this By-law or regulations, employ, at the expense of the Society, such legal or other assistance as it deems necessary or proper.

5. MEETINGS OF MEMBERS

Section 5.01 - Notice of Meetings:

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 5.01(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 5.01(a).

Notice of a meeting of Members shall also be given to each Director and to the public accountant 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 By-law 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 5.12.

Section 5.02 - Place of Meetings:

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

Section 5.03 - Annual Meetings:

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 twenty-four (24) months after holding the preceding annual meeting and no 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 5.04 - 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 5.05 - Special Business:

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members is special business, except for consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant.

Section 5.06 - Waiving Notice:

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

Section 5.07 - Persons Entitled to be Present:

The only persons entitled to be present at a meeting of Members shall be Voting Members, the Directors, the public accountant of the Society and such other persons who are entitled or required under any provision of the Act, Articles or By-laws 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 Ordinary Resolution of the Members.

Section 5.08 - Chair of the Meeting:

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

Section 5.09 - Quorum:

Subject to the Act, a 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 5.10 - Absentee Voting by Mailed-In Ballot or Electronic Ballot:

A Member entitled to vote at a meeting of Members may vote by mailed-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 5.11 - Votes to Govern:

At any meetings of the Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by Ordinary Resolution. 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 5.12 - Proposals at Annual Meetings:

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**"). Any such Proposal may include nominations for the election of Directors if the Proposal is signed by not less than five per cent (5%) of the Members entitled to vote at the meeting. Subject to the Act, the Society shall include the Proposal in the notice of meeting and if so requested by the Member, shall also include a statement by the Member in support of the Proposal and the name and address of the Member. 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.

Section 5.13 - Proxies:

Members not in attendance at a meeting of Members may vote 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 by the Member 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 shall contain a specific statement to that effect.

6. 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 purposes of this By-law.

Members of Provincial/Territorial Associations must have their principal residence within the geographical bounds of their respective Provincial/Territorial Association.

7. 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 thirteen (13) Registered Members in Good Standing. The term of office of the Directors shall be not more than two years, however Directors may be elected for consecutive terms.

The Board shall consist of the following Directors:

- (a) PROVINCIAL DIRECTORS: One (1) Director from each Provincial/Territorial Association.
- (b) EDUCATION DIRECTOR: One (1) Director
- (c) DIRECTOR(S) AT LARGE: Such further Directors as are elected by the Members at an annual general meeting of Members, such that the Board does not exceed thirteen (13) Directors in total.

Section 7.01 - Nominations Committee

The Board shall establish a Nominations Committee which shall be charged with the responsibility of identifying and recommending individuals to become Board members.

The size and composition of the Nominations Committee shall be determined by the Board from time to time and may include non-board members. The Board shall appoint the chair of the Nominations Committee who shall be a member of the Board.

Nomination Process

The Board shall identify qualified candidates through the following process:

- (a) The number of vacancies will be determined each year and the necessary criteria to fill those vacancies will be identified. Directors will be evaluated based on their performance and renewal will not be automatic.
- (b) A call for nominations will be made and interested parties will be encouraged to submit applications.
- (c) Provincial/Territorial Associations shall submit the names of Provincial Director nominees to the Nomination Committee no later than thirty (30) days prior to the regular annual general meeting of Members of the Society.
- (d) Applications will be submitted to the chair of the Nominations Committee and reviewed by the Nominations Committee.
- (e) A short-list of candidates will be developed by the Nominations Committee of those individuals who meet all of the criteria as identified by the Board.
- (f) If the Provincial/Territorial Associations do not provide nominations to the Nominations Committee, the Nominations Committee shall provide its own names on the slate. The Nominations Committee shall also consider the eligibility of any nominations submitted by a Proposal from a Member.
- (g) Reference checks will be completed by the chair of the Nominations Committee or as delegated.

Section 7.02 - Election of Directors:

The Voting Members of the Society have the ultimate responsibility of approving the recommendation of the Nominations Committee, however, subject to applicable

legislation, only nominees approved by the Nominations Committee through the nomination process set out in these by-laws shall be eligible for election. Directors must be Voting Members. 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 his/her election or appointment, provided that if no Directors are elected at such annual meeting he/she shall continue in office until his/her successor is elected or appointed.

The Board may, on literature of the Society, be designed as a Board of Governors.

The Board may create and delegate such authority, as it deems fit, to a committee or committees consisting of members of the Society. Each such committee shall elect a Chairperson and a Secretary. The Board shall have the discretion to appoint and remove a Committee member, as it deems fit in accordance with prescribed terms of reference. Such committees can recommend but not change any policy affecting the membership or operation of the Board.

Section 7.03 - Board Vacancies:

The position of Director shall be automatically vacated:

- (a) If a Director shall resign by delivering a written resignation to the President of the Society;
- (b) If a Director is unable to carry out the duties as Director due to mental or physical reasons, with appropriate medical documentation; or
- (c) If, by Ordinary Resolution passed at a meeting of Members, the Voting Members of the Society remove a Director from office.

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 appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

Section 7.04 - Conflict of Interest:

Every Director and Officer shall disclose to the Society the nature and extent of any interest that the Director or Officer has 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 7.05 - Confidentiality:

Every Director, Officer, committee member, employee and volunteer, 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.

Section 7.06 - 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, Executive Vice-President and Treasurer hereafter shall be constituted as the "Remuneration and Expenses Committee".

8. MEETINGS OF BOARD OF DIRECTORS

Section 8.01 - Time and Place:

The Board shall meet a minimum of four (4) times per year on dates and time at times and places as the Board shall from time to time prescribe.

Section 8.02 - Calling of Meetings:

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

Section 8.03 - Notice:

Notice of meetings shall be in writing to each Director not less than fifteen (15) days before the date of the meeting. A meeting of the Board may be held and duly constituted at any time without notice if all the directors are present or, if any be absent, those absent have waived notice or signified their consent in writing to the meeting being held in their absence. 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.

Section 8.04 - Quorum:

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

Section 8.05 - 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 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 8.03 and 8.04 and is to be recorded.

Section 8.06 - Minutes:

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

Section 8.07 - Voting:

Questions arising at any meeting of directors shall be decided by a majority of votes, and each Director gets to cast one vote. In the case of an equality of votes, the President of the Society shall have a second or casting vote in addition to his/her original vote. In his or her absence, the Executive Vice-President of the Society shall have a second or casting vote in addition to his/her original vote. In his or her absence, the Education Director shall have a second or casting vote in addition to his/her original vote. In his or her absence, the Treasurer shall have a second or casting vote in addition to his/her original vote.

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 By-laws required to be exercised by the Members at General Meetings. The Board shall have the power to authorize expenditures on behalf of the Society, from time to time, and may delegate, by resolution, to an officer(s) of the Society, the right to pay salaries to employees. The Directors shall have the power to make expenditures for the purpose of furthering the objectives of the Society. The Board shall have the power to enter into a trust arrangement with a financial institution for the purpose of creating a trust fund in which the capital and interest may be made available to acknowledge any notable contribution to cardiology technology by any person or persons, in accordance with such terms and conditions as the Board may prescribe. The Board shall take such steps as they may deem requisite, to enable the Society to receive donations and benefits, for the purpose of furthering the objectives of the Society. Only the Board can approve and implement a policy affecting membership or proposed By-law amendments.

10. OFFICERS

The Board shall biennially, or as often as may be required, appoint a President, Executive Vice-President, Treasurer, Executive Secretary, Education Director and Registrar.

A Director may be appointed to any office of the Society but no officer need be a Director unless specified herein. Except for the positions of Executive Secretary and Treasurer, two or more of the aforesaid offices may be held by the same person. The Board may from time to time appoint such other officers as it shall deem necessary who shall perform such duties as shall be assigned to them and have such powers as shall be delegated to them from time to time by the Board and as permitted by the Act. The term of office of each of the Officers shall be two years, however Officers may be appointed for consecutive terms.

Section 10.01 - PRESIDENT:

The President shall preside at all meetings of the members and of the Board. He/she shall be charged with the general supervision, subject to the authority of the Board, of the business and affairs of the Society. He/she must be a Director of the Society. He/she shall preside at all meetings of the Society and of the Board. He/she shall have the general and active management of the business and affairs of the Society. He/she shall see that all orders and resolutions of the Board are

carried into effect and he/she or one of the Executive Vice-President together with the Executive Secretary, or other officers appointed by the Board, for that purpose, shall sign all by-laws and other documents requiring the signature of the officers of the Society.

Section 10.02 - EXECUTIVE VICE-PRESIDENT:

He/she must be a Director of the Society. On completion of his/her term the Executive Vice-President shall assume the position of President, on approval of the Board. He/she shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him/her by the Board.

Section 10.03 - TREASURER:

He/she must be a Director of the Society. He/she shall have the custody of the Society funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Society and shall deposit all monies and other valuable effects in the name and to the credit of the Society and in such depositories as may be designated by the Board from time to time. He/she shall disburse the funds of the Society as may be ordered by the Board taking proper vouchers for such disbursements, and shall render to the Board, at each regular meeting of the Board, or whenever they may require it, an account of all his/her transactions as Treasurer and of the financial position of the Society. The Treasurer will prepare a comprehensive budget for the ensuing fiscal year to be submitted to the Board on or before September 30 of the current fiscal year. He/she shall also perform such other duties as may from time to time be determined by the Board. The President, Executive Secretary and Treasurer and any signing authority of the Society may be bonded by a reputable bonding company for an appropriate amount and he/she shall give the Society his/her personal recognizance, as satisfactory to the Board, for the faithful performance of the duties of his/her office. He/she shall restore to the Society, in case of his/her death, resignation, retirement or removal from office, all books, papers, vouchers, and all other property belonging to the Society, in his/her possession or under his/her control.

Section 10.04 - EXECUTIVE SECRETARY:

He/she shall attend all sessions of the Board and all meetings of the Members and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He/she shall give or cause to be given, notice of all meetings of the Members and of the Board, and shall perform such other duties as may be prescribed by the Board or President, under whose supervision he/she shall be. He/she shall be custodian of the Seal of the Society, which he/she shall deliver, when authorized by a resolution of the Board, to such person or persons as may be named in the resolution.

Section 10.05 - EDUCATION DIRECTOR:

He/she must be a Director of the Society. The Education Director may appoint specific committees under his/her direction, as required and with the approval of the Board. He/she also shall be responsible for the supervision and carrying out of the membership educational program of the Society and the administration of examination of candidates as necessary.

Section 10.06 - REGISTRAR:

He/she shall keep a copy of the registry of all members, assigning a registration number to each new member. He/she shall keep full and accurate records of all members. He/she shall mail a membership card to each member in good standing, on receipt of annual dues. He/she shall mail a certificate to each new member upon successful completion of the Society's certification examination. He/she shall be responsible for the validation of proxies at each Annual General Meeting of the Society or any other special meeting of the members of the society.

The President, Executive Vice President, Treasurer and Education Director shall also be known as the Executive Committee. The Board may remove, whether for cause or without, any Officer of the Society. If the office of any Officer of the Society shall be or become vacant, the Board may appoint a person to fill such vacancy.

11. NON-OFFICE APPOINTED POSITIONS

Section 11.01 - LEGAL COUNSEL:

This position shall be appointed by the Board.

Section 11.02 - HONORARY PRESIDENT:

This position shall be appointed by the Board.

Section 11.03 - AUDITOR:

At each Annual General Meeting, the voting members shall appoint an Auditor to audit the accounts of the Society for that year and until the next Annual General Meeting. The report of the Auditor shall be presented to the Members of the Society at the next held Annual General Meeting of the Society. The remuneration of the Auditor shall be fixed by the Remuneration and Expenses Committee, upon approval of the Board.

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.

12. 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.

13. 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..

14. AMENDMENT OF BY-LAWS

The By-laws of the Society may be repealed or amended by By-law, enacted by a majority of the Directors at a meeting of the Board of Directors and confirmed, rejected or amended by the Members by Special Resolution.

15. SIGNATURES AND CERTIFICATION OF DOCUMENTS

Contracts, documents or any instruments in writing requiring the signature of the Society, shall be signed by two of either the President, Executive Vice-President or Treasurer. 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 By-law, 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.

The Seal of the Society, when required, may be affixed to contracts, documents or instruments in writing, signed, as aforesaid, by any officer or officers appointed by resolution of the Board.

16. FISCAL MATTERS

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.

17. POLICIES, RULES AND REGULATIONS

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

DONE, PASSED AND ENACTED in the city of Vancouver, in the Province of British Columbia, this ____ day of _____, 2014.

President

Executive Vice-President