



The Canadian Society | La Société Canadienne  
of Clinical Perfusion | de Perfusion Clinique

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## **BYLAWS**

*Ce document est également disponible en français*

## **BYLAWS OF THE CANADIAN SOCIETY OF CLINICAL PERFUSION**

### **BYLAW NO. 1**

Being a general bylaw relating to the regulation of the business and affairs of  
THE CANADIAN SOCIETY OF CLINICAL PERFUSION/LA SOCIÉTÉ CANADIENNE DE PERFUSION  
CLINIQUE

(Hereinafter referred to as the "Society")

BE IT AND IT IS HEREBY ENACTED as a bylaw of the Society:

### **INTERPRETATION**

- 1.01 In this and all other bylaws of the Society:
- a) "Act" shall mean the CANADA NOT-FOR-PROFIT CORPORATIONS ACT, as amended from time to time, or any Act that may hereafter be substituted therefore;
  - b) "Board" shall mean the Board of Directors of the Society;
  - c) "Certificate" shall mean a Certificate of Qualification issued by the Society;
  - d) Any other word or term contained in this and in any other bylaw of the Society which is defined in the Act shall have the meaning thereto in the Act;
  - e) Where the context so requires, the singular shall include the plural, the plural shall include the singular, the masculine shall include the feminine, and the word "person" shall include firms and corporations.

### **HEAD OFFICE**

- 2.01 The head office of the Society shall be in the Province of Ontario and at such address as the Directors may from time to time determine.

## MEMBERSHIP

3.01 **MEMBERS** – The classes of membership shall be:

- (a) **Honorary Member** – An individual elected as such by the Board;
- (b) **Certified Member** – An individual holding a valid Certificate, who has received board approval and who has paid the applicable annual dues;
- (c) **Student Member** – An individual who commenced training in clinical perfusion in an institution accredited by the Canadian Medical Association’s Conjoint Committee on Allied Medical Education Accreditation (hereinafter referred to as the “Conjoint Committee”), who has paid the applicable annual dues and received the approval of the Board;
- (d) **Associate Member** – An individual not holding a Certificate from the Society who has paid the applicable annual dues and has received the approval of the Board;
- (e) **Inactive Member** – A Certified Member ceasing to be active in the field of Clinical Perfusion and not currently functioning in a role related directly or indirectly to Clinical Perfusion and desiring to remain associated with the Society, who has paid the applicable annual dues and has received the approval of the Board;
- (f) **Business Member** – An individual, proprietorship, partnership, association, body corporate, trustee, executor, administrator or legal representative not holding a Certificate from the Society, that has paid the applicable annual dues and has received the approval of the Board;
- (g) **Institutional Member** – An association, body corporate, trustee, or institution not normally involved in commercial sales activities, not holding a Certificate from the Society, that has paid the applicable annual dues and has received the approval of the Board;
- (h) **Retired Member** – a person who has retired from clinical practice as a Certified Member in good standing, who has paid annual dues at the Associate Member level, and who wishes to use the designation of CPC (Retired).

3.02 **TERMINATION OF MEMBERSHIP** – A Certified, Student, Associate, Inactive, Business, Institutional or Retired Member shall cease to be a member in the Society when:

- a) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b) the member fails to maintain any qualifications or requirements for membership described in these by-laws;
- c) the member resigns by delivering a written resignation to the Executive Secretary of the Society in which case such resignation shall be effective on the date specified in the resignation;
- d) the member is expelled or is otherwise terminated in accordance with these by-laws;
- e) the member's term of membership expires;
- f) the Society is liquidated or dissolved under the Act; or
- g) the member has not paid the annual dues within three months of final notice demanding payment thereof.

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

#### **DUES AND FEES**

4.01 **DUES** – All classes of members except Honorary Members shall pay such annual dues, including membership dues, as prescribed by the Board and approved by ordinary resolution of the Certified Members at the annual general meeting of the Society. All annual dues shall be due and payable to the Society on the first day of July for the year then commencing.

4.02 **FEES** – Fees shall be prescribed in an amount, which the Board, at its discretion, shall from time to time determine.

4.03 **EFFECTIVE DATE** – The resolution setting forth any change in dues or fees shall contain the effective date on which the change comes into force.

4.04

**NONPAYMENT OF DUES:**

- a) A member whose annual dues remain unpaid after one (1) calendar month following the date such dues were required to be paid shall not be entitled to receive notice of any meeting of the Society and shall not be entitled to vote at any such meeting. The member's name shall forthwith, be removed from the register of members and, thereafter, the member shall cease to be a member of the Society. Such removal of names shall not relieve the member from liability to pay arrears of such annual dues;
- b) A former member who has had their name removed from the register of members for failure to pay annual dues to the Society may be reinstated in the Society and have the member's name replaced on the register of members of the Society at the discretion of the Board upon making application for reinstatement and at a reinstatement fee determined by the Board.

4.05

**CERTIFICATE OF MEMBERSHIP** – The Board may issue to any Certified Member, a certificate of membership upon receipt of such fees and compliance with such requirements as the Board deems appropriate.

**CERTIFICATION**

5.01

**CERTIFICATE** – Upon successful qualification for award of a Certificate pursuant to paragraph 5.02 hereof, the successful candidate will receive a Certificate (in a form approved by the Accreditation, Competency and Examination Committee (hereinafter referred to as the "ACE Committee") and the Board). The Certificate is the property of the Society and shall be held by the member at the pleasure of the Society. The Certificate shall be surrendered to a duly authorized Officer of the Society or their duly appointed agent upon demand from the Board.

5.02

**QUALIFICATION FOR AWARD OF THE CERTIFICATE** - Applicants for a Certificate shall fulfill one of the following categories of requirements:

- (a)
  - (i) **BY EXAMINATION** – applicants shall have qualified for examination in accordance with applicable requirements established by the Board from time to time and successfully completed and passed all credentialing examinations (collectively the "Credentialing Examinations"); or

(ii) **BY RE-ENTRY THROUGH CONTINUITY** – applicants who (i) have previously been awarded a Certificate by the Board, but whose Certificate has ceased to be maintained in a current status as a result of non-payment of dues and/or fees, (ii) prove to the satisfaction of the Board that he or she could have complied with all criteria for re-certification during the preceding years, (iii) have received the approval of the Board, and (iv) paid all outstanding prior dues and fees (such dues and fees not to exceed the equivalent of the total outstanding dues and fees for the immediate prior 5 year period); and

(b) is considered a person of good moral character in the discretion of the Board; and

(c) pays all current dues and fees prescribed by the Board.

5.03 **EXAMINATIONS** – Credentialing Examinations shall be set as to both format and content by the Board on the recommendation of the ACE Committee.

5.04 **MAINTAINING QUALIFICATION (RE-CERTIFICATION)** – Each holder of a Certificate shall maintain the validity of the Certificate by completing the re-certification process every two (2) years, on the first day of July following the later of (i) the second anniversary of the original certification date; and (ii) the most recent re-certification date (the “Re-Certification Date” in each case).

Each Certified Member desiring to complete the required re-certification process shall file an application for re-certification (the “Application Form”) with the Executive Secretary of the Society (in a form prescribed by the Board) and such application shall contain all information requested therein, together with the applicable re-certification fee prescribed by the Board from time to time.

In the event that the holder of a Certificate does not complete all re-certification requirements, as previously set forth, by the last day of the second calendar month following his or her Re-Certification Date, the holder’s Certificate shall cease to be valid and therefore the completion of the re-certification requirements will require the approval of the Board in writing. In such a case, the Board may prescribe additional requirements for the completion of re-certification. Notwithstanding the foregoing, the maximum allowable time to complete all re-certification requirements shall be one year from the Re-Certification Date, provided that the Board may, in circumstances deemed appropriate by it, extend the allowable time to complete the re-certification requirements.

In the event that a member applying for re-certification does not meet the requirements prescribed in the Application Form, the applicant may nevertheless apply for recertification by filing the uncompleted Application Form together with a request that the Board modify the requirements applicable to such an individual to permit re-certification on a timely basis with reasons as to why such modification is appropriate in the circumstances. The Board may in its discretion accept such application.

## MEETINGS OF MEMBERS

- 6.01 **ANNUAL GENERAL MEETING** – The annual general meeting of the members shall be held at the head office of the Society or elsewhere in Canada as the Board shall determine, for the purpose of electing members of the Board, receiving the annual report of the Board, reports of Officers and committees, receiving the financial statements of the Society, appointing the auditor and fixing or authorizing the Board to fix the auditor’s remuneration and for the transacting of such other business as may properly be brought before the meeting. The annual general meeting shall be held once a year on such date as the Board shall determine, but in any event not later than the earlier of (i) fifteen (15) months from the most recent annual general meeting; and (ii) six (6) months after the end of the Society’s most recent fiscal year.
- 6.02 **SPECIAL GENERAL MEETING** – A special meeting of the members may be called at any time by the Board. Further, the Board must call a special general meeting at the earliest convenience if it receives a written request by no less than 33 1/3% of the members of the Society and specifying the business for which such meeting is required. The phrase “meeting of members” wherever it occurs in this bylaw shall mean and include an annual general meeting and/or a special general meeting of members.
- 6.03 **NOTICE** – Notice of the time and place of a meeting of members shall be given to the auditor of the Society and to each member of record at the close of business on the day on which the notice is given by one or more of the following means:
- (a) by mail, courier or personal delivery during a period of 21 to 60 days before the day on which the meeting is to be held;
  - (b) by telephone, electronic (including email) or other communication facility during a period of 21 to 35 days before the day on which the meeting is to be held; or

- (c) by affixing the notice, no later than 30 days before the day on which the meeting is to be held, to a notice board on which information respecting the Society's activities is regularly posted and that is located in a place frequented by members, which, for greater certainty, shall include an electronic notice board located on the Society's web page.

For the purpose of sending such notice to any member, the address (including email address) of the member shall be his or her last address recorded on the books of the Society. Notice of a special general meeting of members shall state the general nature of the business, which is to be transacted and contain sufficient information to allow a reasoned decision by the members entitled to vote. A meeting of the members may be held at any time without notice provided that the members entitled to vote are present in person, or represented by proxy and provided further that the auditor and those not present or represented by proxy for such a meeting, have waived notice. If these conditions are met, any business may be transacted which the Society at any annual general meeting or special general meeting of the members may transact. The non-receipt of any notice by any member or members shall not invalidate any resolution passed or any proceedings taken at the meeting.

- 6.04 **QUORUM** – A quorum for the transaction of business at any meeting of members shall consist of not less than two (2) persons present in person and ten percent (10%) of the voting members present and in person or represented by proxy. 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. If, within one half hour of the time appointed for a meeting of members, a quorum is not present, the meeting, if convened upon the petition of the members, shall be dissolved. In any other case, it may be adjourned from time to time by vote of the members then present at such meeting or any adjournment thereof.
- 6.05 **PROXIES** – Every member in good standing entitled to vote at a meeting of members may by instrument in writing appoint a proxy (who is not required to be a member) to attend and act at the meeting in the same manner, to the same extent, and with the same power as if the member was present at the meeting. An instrument appointing a proxy shall be in writing and shall be acted on only if it is deposited with the Executive Secretary of the Society twenty-four (24) hours before the scheduled starting time of the meeting of members. An instrument appointing a proxy shall be in the form prescribed by the Board from time to time.



The notice of meeting shall provide a reminder to the members of the right to appoint a proxy as herein provided and a blank form of proxy shall accompany the notice of meeting.

- 6.06 **VOTING** – All Certified Members shall be entitled to vote on all questions. Subject to the Act, all Honorary, Student, Associate, Institutional, Inactive, Retired and Business members shall have a voice but no vote at meetings of the members.

At all meetings every question shall, unless otherwise required by the Articles of the Society or by the Act, be decided by a majority of the votes cast on the question. Every question shall be decided by a show of hands or by ballot unless, in the case of a show of hands, a poll thereon be required by the chairman or be demanded by any member present or represented at the meeting.

In case of equality of votes at any meeting of members, the chairman of the meeting shall be entitled to a second or casting vote in addition to the vote to which he may be entitled to as a member.

At any meeting of members, unless a poll is taken, a declaration by the chairman that a resolution has been carried or carried unanimously or by any particular majority or lost or not carried by any particular majority shall be conclusive evidence of the fact.

If at any meeting of members a poll is required or demanded it shall be taken in such manner, either at once or after adjournment, as the chairman directs. The results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

- 6.07 **ADJOURNMENT** – The chairman of the meeting may, with the consent of any member, adjourn the same from time to time and no notice of such adjournment need be given except as required by the Act.

## REGIONS

- 7.01 **THE SOCIETY** – The Society shall be organized into regions for the purpose of administration and representation, for promoting national programs and membership growth, and for initiating and developing regional programs.

- 7.02 **REGIONAL DIRECTOR** – Each region shall have a Director on the Board (a “Regional Director”). A candidate for Regional Director shall be nominated and elected by the regional membership at a regional meeting of members. Mail-in

votes for Regional Director shall be allowed at the discretion of the region, provided the regional membership has a system that (i) enables the votes to be gathered in a manner that permits their subsequent verification; and (ii) permits the tallied votes to be presented to the Board without it being possible for the Board to identify how each regional member voted. The Regional Director shall take office at the conclusion of the annual general meeting next following his or her election.

7.03 The duties of the Regional Director shall be as follows:

- (a) in the absence of the regional President, preside at regional meetings;
- (b) act as a liaison between the Board and the regional members;
- (c) serve as a member of the Board and be willing to serve as an Officer of the Society;
- (d) chair a committee if requested to do so;
- (e) maintain regional membership communication by means of a newsletter;
- (f) promote membership;
- (g) promote the aims and objective of the Society;
- (h) at the close of the regional meeting, and within fifteen (15) days following same, certify in writing to the Executive Secretary of the Society the names, addresses and phone numbers of the individuals elected as Regional Director and any regional Officers appointed for the ensuing term;
- (i) at the close of each meeting of the Board, report to the regional membership the affairs, programs and policies of the Society; and
- (j) any such duties that shall be assigned to them by the regional members or the Board.

7.04 **BOUNDARIES** – The regions shall be established and follow provincial and territorial boundaries as follows:

Western Region: British Columbia, Alberta, Saskatchewan, Manitoba  
Central Region: Ontario

Eastern Region: Quebec, New Brunswick, Prince Edward Island, Nova Scotia, Newfoundland

- 7.05 Where a region is organized in that it has written rules and regulations, said region shall file with the Executive Secretary of the Society a copy of the regional rules and regulations which shall be patterned on the general bylaws of the Society. No provision of the regional rules and regulations shall modify, cause to be modified, or in any way contravene the intent of the general bylaws of the Society. The Board shall have the right at any time and from time to time to require changes to any regional rules and regulations as it may consider appropriate.
- 7.06 The Board may withdraw recognition of any region in its absolute discretion.
- 7.07 The boundaries of the regions may only be changed by a majority vote of the Board and bylaw amendment, providing that notice of such proposed change shall have been submitted to each of the bordering regions at least one hundred and eighty (180) days in advance of such vote being taken.

## DIRECTORS

- 8.01 The affairs of the Society shall be managed by a Board of six (6) Directors which shall consist of:
- (a) One Regional Director from each of the three (3) regions. Each Regional Director shall serve as a Director of the Society for a term of three (3) years; and
  - (b) Three (3) Directors-At-Large each of whom shall be elected, by secret ballot, on an at-large basis by the voting membership of the Society duly assembled at an annual general meeting. Directors-At-Large shall take office at the conclusion of the annual general meeting at which he or she was elected. Each Director-at-Large shall serve a term of three (3) years.

Both Regional Directors and Directors-At-Large may be re-elected after the expiry of his or her respective term on the Board. At least two-thirds (2/3) of the Directors of the Society at any particular time must be Certified Members in good standing.

- 8.02 **NOMINATION PROCESS** - Every nominee for Director-At-Large shall forward his or her nomination papers duly signed by two Certified Members in good standing to the chairman of the Nominations Committee of the Society at least

ninety (90) days prior to the date of the applicable annual and/or special general meeting of the Society.

8.03 **ELIGIBILITY** – All Certified and Honorary members shall be eligible for election as a Director.

8.04 **VACATION OF OFFICE** – The office of Director shall be automatically vacated:

- (a) if a Director resigns the office by delivering a written resignation to the Executive Secretary of the Society;
- (b) if a Director is found to be a mentally disordered person or declared a person incapable of managing their affairs;
- (c) if a Director becomes bankrupt or suspends payment to creditors;
- (d) on the death of the Director; or
- (e) as otherwise put forward by the Act.

8.05 **REMOVAL** - The members may, at a special general meeting of members of which notice specifying the intention to pass such resolution has been given, remove any Director-at-Large before the expiration of his or her term of office and may, by a majority of the votes cast at that meeting, elect any qualified person in his or her stead for the remainder of their term. Regional members may, at a special general meeting of members of that region which notice specifying the intention to pass such resolution has been given, remove the Regional Director of that region before the expiration of his or her term of office and may, by a majority of the votes cast at that meeting, elect any qualified person in his or her stead for the remainder of their term.

8.06 **VACANCIES** – Notwithstanding vacancies, the remaining Directors may exercise all the powers of the Board of Directors so long as a quorum of the Board of Directors remains in office. Vacancies on the Board may be filled for the remainder of the term of the vacant office from among the eligible members of the Society, either by ordinary resolution of the members at a meeting of members in the case of a Director-at-Large or regional meeting of members in the case of a Regional Director, or by the remaining Directors if constituting a quorum.

8.07 **REMUNERATION** – Directors shall not receive remuneration for services rendered to the Society but shall be paid such expenses, if any, as the Board may

from time to time determine including, without limitation, out of pocket expenses incurred in attending at committee or members' meetings or otherwise in the performance of their duties. In addition, the Board may from time to time award special expenses out of the funds of the Society to any Director performing any special work or services for the Society, or who undertakes any special mission on behalf of the Society outside the ordinary scope of duty.

## MEETINGS OF THE DIRECTORS

- 9.01 The meetings of the Directors may be held at the head office of the Society or at such places as the directors may from time to time determine and may be held by electronic or telephonic means.
- 9.02 **NOTICE** – Such meetings may be held at any time without any formal notice if all the directors are present, or those absent have signified their consent in writing of the meeting being held in their absence. Notice of a meeting of Directors sent by the Executive Secretary of the Society shall be delivered, mailed (including email) or sent by facsimile to each Director at least twenty-one (21) days (exclusive of the day on which the notice is given) before the meeting is to take place. Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by any Director at any time. The presence of any Director at a meeting shall be deemed to constitute a waiver by him of notice of calling the said meeting.
- 9.03 **VOTING** – Questions arising at any meeting of the Board shall be decided on a show of hands by a majority vote. Each Director is authorized to exercise one (1) vote. The chairman of the meeting shall not be allowed to vote except in the case of an equality of votes whereupon he shall cast the deciding vote. If any Director present at a meeting so requests, the votes shall be taken by ballot. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.
- 9.04 **CALLING OF MEETINGS** – Meetings of the Board shall be called by the President or, in his or her absence, the Vice-President or upon the signed request of any three (3) Directors.
- 9.05 **PROCEDURE AT MEETINGS** – On the request of any Director present at a meeting, any resolution passed at such meeting shall be adjourned until the next meeting of the Board and if so adjourned, such motion shall not be effective until it is confirmed by a vote of majority of the Directors present at the meeting to

which such motion was adjourned. Such adjourned motion shall not be further adjourned except by the affirmative vote of two-thirds (2/3) of the Directors.

- 9.06 **QUORUM** – A quorum for the transaction of business at a meeting of Directors shall consist of a majority of the Directors, present in person or by approved telephonic or electronic means. Less than a quorum of Directors shall have the power to adjourn a meeting from time to time until a quorum can be present.

### **INDEMNIFICATION OF DIRECTORS**

- 10.01 Subject to the Act, every Director and Officer of the Society and his or her heirs, executors, personal representatives and administrators, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Society from and against:

- (a) all costs, charges and expenses whatsoever or which such Director or Officer sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office;
- (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

### **OFFICERS OF THE SOCIETY**

- 11.01 The Officers of the Society shall be the President, Vice-President, Treasurer, and Executive Secretary. To qualify for appointment to office, the Officer must be a Director of the Society.

- 11.02 **TERM:**

- (a) The President of the Society shall be appointed by the Board as soon as possible following the completion of the previous President's term. The President shall serve a term of two (2) years except that such term may be extended for a specified length by majority vote of the Board provided that the incumbent is still a duly elected member or a re-elected member of the Board and that the vote to extend the term takes place after the expiration of the previous term. The term of office shall end at the conclusion of the annual general meeting in the year the term expires;

- (b) The Vice-President, the Treasurer and the Executive Secretary shall be appointed annually by the Board. In the event of a vacancy of either office, the President shall have authority to appoint a replacement for the un-expired term;
- (c) Should a vacancy occur in the office of the President, the Board shall fill such vacancy by a majority vote for the unexpired term.

11.03 The Board may appoint such other Officers and agents as it deems necessary, who shall have such authority and shall perform such duties as the Board may from time to time prescribe.

11.04 **EXPENSES OF OFFICERS** – The Officers shall not receive remuneration for services rendered to the Society but shall be paid such expenses, if any, as the Board from time to time shall determine including, without limitation, out-of-pocket expenses incurred in attending meetings of officers, Board meetings, committee or members’ meetings or otherwise in the performance of their duties. In addition, the Board may from time to time award special expenses out of the funds of the Society to any Officer who performs any special work or service for, or undertakes any special mission on behalf of the Society outside the ordinary scope of duty.

11.05 **LIMITATIONS OF AUTHORITY** – No Officer or member shall obligate the Society or commit to any significant policy, program, purchase, sale or responsibility without the express authority of the Board.

11.06 **DUTIES OF THE PRESIDENT** – The President shall:

- (a) chair all business meetings of the Society, the Board and all special or general meetings of the Society. The president shall appoint, with the advice and consent of the Board, the chairmen of standing, special and sub-committees, as the President or the Board find necessary;
- (b) with Board approval, the president shall employ the services of consultants, employees and professional services. The President, with Board approval, is authorized to negotiate with federal, provincial and local governing bodies as well as other organizations, in order to receive, use, or acknowledge any grants, gifts or payments to the Society in support of general programs, specific projects or to acquire and accumulate reserve funds for the Society.

11.07 **DUTIES OF THE VICE-PRESIDENT** – The Vice-President shall:

- (a) be vested of all the powers and shall perform all the duties of the president in the event of the absence, disability, or refusal to act of the President;
- (b) assist in performing the functions of the President;
- (c) be an ex-officio member of all committees of the Society and assume liaison between committee chairmen and the officers of the Society.

11.08 **DUTIES OF THE TREASURER** – The Treasurer shall keep full and accurate accounts of the receipts and disbursements of the Society and shall deposit all monies and other valuable effects in the name and to the credit of the Society at such depositories as may be designated by the Board and shall perform all such other duties as assigned by the President or the Board.

11.09 **DUTIES OF THE EXECUTIVE SECRETARY** – The Executive Secretary shall act as the secretary of the Society and of the Board. The Executive Secretary may enlist such help, paid or unpaid, as approved by the Board. The Executive Secretary shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Society, and keep or cause to be kept records wherein shall be recorded:

- (a) a copy of the Articles of the Society and of the bylaws of the Society duly authenticated;
- (b) the minutes of the national meetings of the members of the Society, whether special, general or annual, and meetings of the Board;
- (c) the contact information of all persons who are or have been Directors of the Society, with the date at which each became or ceased to be a Director; and
- (d) the alphabetically arranged list of all persons who are or have been members of the Society, together with the contact information of every such person while being a member.

It is the function of the Executive Secretary to validate proxies submitted to the time of meeting and the task shall be performed in conjunction with the Treasurer.



11.10 **REMOVAL FROM OFFICE** – All Officers shall cease to be Officers if they cease to be Directors or if they are removed by a majority vote of the Board.

## COMMITTEES

12.01 The committees of the Society shall be statutory and special or ad hoc.

12.02 **STATUTORY COMMITTEES** – The statutory committees, otherwise known as standing committees, are as herein stated and may be altered, removed or added to as may be desirable and necessary from time to time:

- (a) ACE Committee;
- (b) Nominating Committee;
- (c) Document Review Committee;
- (d) Discipline Committee;
- (e) Awards and Achievement Recognition Committee; and
- (f) Medical Advisory Committee.

The membership, chairmen, terms of reference, programs and budgets of the statutory committees shall be as determined by the Board. The committees shall report through their chairmen to the Vice-President and where desirable, to the membership at the annual general meeting of the Society.

12.03 **SPECIAL OR AD HOC COMMITTEES** – Special or ad hoc committees shall be short-term committees, appointed by the Board, with a power to add members, and shall be appointed for a specific task and to be dissolved automatically on a completion of its task and submission of a report.

12.04 **REMUNERATION** – No member of any committee shall receive any remuneration for acting as such, but may be paid for reasonable expenses incurred while carrying out duties as a committee member.

12.05 **REMOVAL OF COMMITTEE MEMBERS** – The Board may remove at its pleasure any committee member at any time.

## DISCIPLINE

13.01 The Board shall hear all disciplinary matters provided that it may appoint a Discipline Committee to hear same and render a report of its findings to the Board for a decision by the Board. The Discipline Committee shall consist of two

(2) Certified Members of the Society, each of whom has practiced as a clinical perfusionist for at least five (5) years.

13.02 Where a member is found by the Board or by the Discipline Committee to have been guilty of unprofessional conduct, professional misconduct, conduct unbecoming a member, or to have demonstrated incapacity or unfitness, or to be suffering from an ailment that might if the member continues, constitute a danger to the public, the Board may:

- (a) cause the name of that member to be erased from the register of members;
- (b) suspend the member for a period not in excess of two (2) years;
- (c) reprimand the member;
- (d) allow the certification of the member to remain subject to conditions to be imposed by the Board; or
- (e) any combination of one or more of the foregoing.

13.03 **DISCIPLINE PROCEDURES:**

- (a) where an inquiry into the conduct of a member is deemed advisable by the Board, at least thirty (30) days before the first meeting of the Board or the Discipline Committee to be held for the purpose of taking evidence or otherwise ascertaining the facts, notice shall be served upon the person whose conduct is the subject of inquiry. The notice shall embody a copy of the charges made against him and a statement of the subject matter of the inquiry and shall also specify the time and place of the meeting;
- (b) a notice to be served upon the person whose conduct is the subject of an inquiry may be served upon him personally, or may be sent to him by registered mail, postage prepaid, addressed to him at his post office address appearing in the register or any other records of the Society;
- (c) notice so sent by post shall be deemed to have been served on the date when it was posted;
- (d) proof of service of the notice may be by affidavit or statutory declaration. All hearings shall be held in locations as directed by the Board;

- (e) all hearings shall be held in private unless the person whose conduct is the subject of inquiry applies to the Board for a public hearing and the Board grants his or her request;
- (f) where the person whose conduct is the subject of inquiry does not attend, the Board or Discipline Committee may, upon proof of service of the notice in accordance with this section, proceed with the inquiry in his or her absence and without further notice to him or her, take such action as it is authorized to take under this bylaw;
- (g) the person whose conduct is the subject of inquiry shall be entitled to be represented by council or agent;
- (h) hearings may be adjourned from time to time;
- (i) the testimony of witnesses at the hearings shall be taken under oath, and there shall be a full right to cross-examination of all witnesses and to call evidence in defense and reply;
- (j) any oath required to be administered pursuant to paragraph 13.03(i) may be administered by any member of the Board or Discipline Committee;
- (k) witnesses shall be entitled to such allowance as determined by the Board or Discipline Committee;
- (l) for the purpose of the hearing, a certified copy under the seal of the court or under the hand of the convicting magistrate, judge or justice of the peace of the conviction of a person of any crime or offense, under the Criminal Code or any other statute is conclusive evidence that the person has committed the crime or offense stated therein unless it is shown that the conviction is quashed or set aside;
- (m) evidence may be adduced before the Board or Discipline Committee holding the hearing or inquiry either by affidavit or viva voce or as the Board or Discipline Committee may determine;
- (n) all evidence submitted to the Board or Discipline Committee shall be reduced to writing, taken down in shorthand or mechanically 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 acted, are to be preserved; and

(p) the decision of the Board shall in every instance be embodied in a formal order of the Board which order shall be served on the person whose conduct is the subject of inquiry as provided in paragraph 13.03(b) hereof.

13.04 The Discipline Committee shall have the power only to report to the Board following a hearing or inquiry and the Board alone is empowered to suspend, cancel or to make any other order as it is authorized to hereunder.

13.05 The Board shall have the power to award costs against any member of the Society and may also reimburse any member of the Society for costs incurred through disciplinary action which, in the discretion of the Board, is considered unwarranted.

13.06 No person, firm or corporation shall have any right of action or claim against the Board or Discipline Committee for anything done under this section 13.

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

13.08 The Discipline Committee may for the purpose of the execution of its authority hereunder, employ at the expense of the Society, such legal or other assistance as the Discipline Committee may think necessary or proper.

13.09 A member who is found guilty of unprofessional conduct, professional misconduct unbecoming a member or to be incapable of practicing, or unfit to practice, may be ordered by the Board to pay all, or any part, of the costs and expense incurred by the Board in and about the investigation into proceedings upon, and hearings or any subject matter inquiry, or any complaint or charge in respect of which he has been so found guilty.

13.10 Subsequent to the Board taking action pursuant to subsection 13.02 hereof, the Board on such grounds as it deems sufficient, may cause the name of the person removed from the register (either by erasure or by virtue of suspension) to be restored thereto either without fee or upon payment to the Society of such fee as may be prescribed by the Board in its discretion. Where the name of a person is restored to the register of the Society as herein before provided the Board may direct that such restoration to the register be subject to such terms and conditions as the Board may prescribe in its discretion.

## **SIGNING AUTHORITY**

- 14.01 Except as set out herein, all deeds, conveyances or mortgages for real property, all contracts (except trade contracts made in the ordinary course of the business of the Society) and any other documents and instruments in writing requiring the signature of the Society shall be signed by the President or Vice-president and the Executive Secretary or Treasurer and failing them, by any Officer and a Director. All contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality.
- 14.02 Notwithstanding the foregoing, the Board may appoint any Officer(s) or Director(s) on behalf of the Society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.
- 14.03 All cheques, drafts or orders for the payment of money and all rates, acceptances and bills of exchange shall be signed by the Treasurer and in such manner as the Board may from time to time designate.

## **APPOINTMENT OF AUDITORS AND AUDIT**

- 15.01 At each annual general meeting of the Society, an auditor or auditors shall be appointed to hold office until the next annual general meeting of the Society up to a time where a successor has been chosen, unless he or they shall resign or his or their office shall become vacant. The remuneration of the auditor shall be fixed by the Board. At least once every fiscal year, such auditor or auditors shall examine the accounts of the Society and report to the members of the Society on the fiscal position and financial statements of the Society.

## **AMENDING BY-LAWS**

- 16.01 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to the bylaws if those amendments affect membership rights and/or conditions described in subsection 197(1) of the Act or if those amendments add, change or remove any other provision that is required or permitted by the Act to be set out in the Articles. Further, an amendment set out in section 199 of the Act will require a special resolution of a particular class of members, regardless of whether such class has voting rights or not. Any amendment not requiring a special resolution of the members may be enacted by a majority of the Directors at a meeting of the Board and submitted to the members at the first meeting of the members

following the enactment of the amendment, to be confirmed, rejected or amended by them by ordinary resolution.

### **THE FISCAL YEAR**

17.01 The fiscal year of the Society shall end on the 30th day of June in each year.

### **SEAL**

18.01 The seal, an impression of which is stamped in the margin hereof, shall be the corporate seal of the Society, provided, however, the Board may from time to time, change the corporate seal to accord with any change of name of the Society. The Seal of the Society shall be kept in the custody of the Executive Secretary.

18.02 The corporate seal of the Society may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid, or by any Officer or Officers, person or persons, appointed as aforesaid by resolution of the Board.

### **GENERAL**

19.01 For the purpose of carrying out the provisions of this by-law according to its intent, the Board may make such regulations and orders as are ancillary thereto and not inconsistent therewith.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the Directors of the Society by resolution on the \_\_\_ day of \_\_\_\_\_, 20-- and confirmed by the members of the Society by special resolution on the \_\_\_ day of \_\_\_\_\_, 20--.

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President

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Secretary