

CSCLXT Bylaws

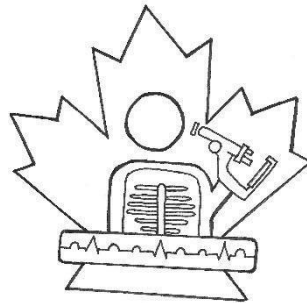
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Canadian Society of Combined Laboratory and X-ray Technologists

BYLAWS

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BYLAWS

1. NAME

The name of the corporation is THE CANADIAN SOCIETY OF COMBINED LABORATORY AND X-RAY TECHNOLOGISTS hereinafter referred to as the Corporation.

2. DEFINITIONS

In these by-laws and all other by-laws of the Corporation, 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 Corporation;

“**board**” means the board of directors of the Corporation and “**director**” means a member of the board;

“**by-law**” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

“**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;

“**ordinary resolution**” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

“**proposal**” means a proposal submitted by a member of the Corporation 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; and

“**special resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

3. INTERPRETATION

In the interpretation of this by-law, words in the singular include the plural and viceversa, words in one gender include all genders and “person” includes an individual, body corporate, partnership, trust, and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

4. OBJECTIVES

The aims and purposes of the Society shall be:

- a) To promote, maintain and protect the profession of Combined Laboratory and X-ray Technologists (hereinafter referred to as CLXTs).
- b) To maintain a central Society for CLXTs throughout Canada.
- c) To provide avenues for the exchange of information and concepts on matters affecting the practice of combined laboratory and x-ray technology and other health care professions.
- d) To affiliate with other organizations which have purposes similar to those of the Society.

5. HEAD OFFICE

The head office of the Society shall be in the hamlet of Sherwood Park in the province of Alberta.

6. SEAL

The seal, an impression of which is stamped on these Bylaws, shall be the Seal of the Society. The Secretary of the Society shall have custody of the seal.

7. EXECUTION OF DOCUMENTS

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify that a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

8. BANKING ARRANGEMENTS

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

9. ORGANIZATION

The Society shall be composed of members as hereinafter set out and shall be managed by a Board of Directors.

10. MEMBERS

Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members and Student members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

a) Class A Voting Members

Class A Voting membership shall be available to individual members in Canada who have obtained CLXT certification. Members must be registered and in good standing with any applicable provincial college or association.

- i) The term of the membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- ii) As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

b) Student members

- i) Student membership shall be available to individual members in Canada who are currently enrolled in a program approved by the Board of Directors as an educational preparatory program for obtaining CLXT certification and are not yet actively practicing in the profession of Combined Laboratory & X-ray Technologists.
- ii) The term of membership of a Student member shall be annual, subject to renewal in accordance with the policies of the Corporation until such time as the student graduates and becomes a Class A member
- iii) Subject to the Act and the articles, a Student member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

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 by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

11. MEMBERSHIP TRANSFERABILITY

Membership may only be transferred to the Corporation. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

12. REGISTRY OF MEMBERS

A member of the board of the Corporation shall maintain a registry of persons admitted to membership in the Corporation, recording the name, address, membership number and classification of membership for each person.

13. ANNUAL MEMBERSHIP FEES

The Board of Directors shall present, yearly, the annual membership fees structure for approval by the members at the Annual General Meeting. Members will then be notified in writing of the membership fees and when payable by then, and if any are not paid within two (2) months of the membership renewal date, the members in default shall automatically cease to be members of the Corporation.

14. TERMINATION OF MEMBERSHIP

Membership in the Society shall be terminated when:

- a) The member fails to pay its membership fees as required by these by-laws in any given year;
- b) The member dies or resigns;
- c) The member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- d) The members term of membership expires;
- e) The Corporation is liquidated and dissolved under the Act;
- f) The member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws or is disciplined or expelled from practicing by the regulatory body which has jurisdiction over the member in the course of the members' professional practice.
- g) The member is expelled in accordance with any discipline of members section 16 of these by-laws.

15. EFFECT OF TERMINATION OF MEMBERSHIP

Subject to the articles, upon any termination of membership, the rights of a member, including any rights in the property of the Corporation, automatically cease to exist.

16. DISCIPLINE OF MEMBERS

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a) Violating any provision of the articles, by-laws, or written policies of the Corporation;
- b) Carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;

- c) For any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the matter, without any further right of appeal.

17. RE-ADMISSION OF A MEMBER

Any person whose membership has been terminated may be reinstated as a member at the discretion of the Board of Directors which shall determine whether payment of arrears in full or in part is required.

18. MEETINGS OF MEMBERS

18.1 Annual Meeting

The annual meeting of the Society shall be held each year at the time and place determined by the Board of Directors.

18.2 Special General Meetings

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. 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.

18.3 Notice of Meetings

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic, or other communication facility, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice

will be sent by mail, courier or personal delivery. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of a Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

18.4 Absentee Voting at Members' Meetings

Pursuant to Section 17 (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 members of the Corporation 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 or, in Quebec, signed by the member or by their agent or mandatory
 - i) At the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - ii) 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, including the right to speak at a meeting of members in respect to any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting, and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of show of hands;
- 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

- iii) Contain a designated blank space for the date of the signature, iv) Provide a means for the member to designate some other person as proxyholder, if the form of proxy designated a person as proxyholder,
 - v) 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 appointment of a public accountant and the election of directors,
 - vi) 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 to the appointment of a public accountant or the election of directors, and
 - vii) 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 (d)(iv) with respect to any matter to be acted on, the membership is to be voted.
- e) form of proxy may include a statement that, when 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-faced 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 by 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.

Pursuant to Section 197(1) if the Act, a special resolution of the members is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance of meeting of members.

18.5 Place of Member's Meetings

Subject to compliance with section 159 of the Act, meetings of the members may be held at any place within Canada determined by the Board.

18.6 Persons Entitled to Be Present at Member's Meetings

The only persons entitled to be present at a meeting of members shall be those who hold a current CSCLXT Class A or Student membership, the Directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation 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.

18.7 Rules of Order

All meetings of the Society shall be conducted in accordance with Robert's Rules of Order, insofar as they shall apply.

18.8 Presiding Officer

The President/Chair of the Board shall preside at all general meetings of the Corporation. In the absence of the President/Chair of the Board, or in the event of the President/Chair of the Board's inability or refusal to act, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

18.9 Quorum

A quorum at any meeting of the members (unless a greater number of members is required to be present by the Act) shall be 5% of the members entitled to vote at the meeting present, 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 through the meeting.

19. VOTING

19.1.1 All members entitled to vote shall have the right to vote on any question at any general meetings or special general meetings of the Corporation.

19.1.2 Only directors of the Corporation may vote at meetings of the Board of Directors.

19.1.3 Any member so entitled to vote may appoint any other member to vote as his or her proxy.

19.1.4 At a meeting of members every question shall, unless otherwise provided by in the articles or by-laws, or by the Act, be determined by a majority of the votes cast on the questions.

20. MANAGEMENT

20.1 Board of Directors

The affairs of the Corporation shall be managed by the board. The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution, or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board.

- a) Members of the Corporation shall elect the directors to the board and such election results shall be ratified by the members at each annual general meeting following an election.
- b) The board shall consist of three (3) to seven (7) members. The Board shall consist of at least one member from Alberta and Saskatchewan to ensure representation of licensing and \ or registering provinces to ensure CSCLXT is in accordance with Annual Filings for each of the registered provinces.
- c) Each director shall be appointed for a term of three (3) years and each shall be eligible for reappointment.
- d) After election of board members, the board shall meet to elect a President/Chair, Secretary and Treasurer of the Corporation from among elected board members. Election shall be by majority vote of the Board.
- e) The President/Chair, Secretary and Treasurer shall be elected for a term of two (2) years.
- f) A Board Member may not be elected to be the President/Chair, Secretary or Treasurer of the Society for more than two (2) consecutive terms.
- g) In the event that the President/Chair's term extends beyond their board member term, the term will be extended to accommodate the President/Chair term. The Board shall appoint a member to fill the vacancy created by the President/Chair's term in office.
- h) Board Members will take their role effective one month after the election.
- i) The Board of Directors will maintain one cross-over meeting following the election. This meeting will allow outgoing members to inform new members of any important information.

20.2 Vacancies on the Board

The office of Director shall be vacated upon: a)

Death of the Director;

b) Resignation in writing;

c) Removal from office by ordinary resolution by a majority of the members at a meeting of the members called for the purpose of removing the Director; or

- d) The Director being declared incapable by the Court.

The directors may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of directors so appointed shall not exceed one-third (1/3) if the number of directors elected at the previous annual meeting of members.

20.3 Officers

The Corporation shall have the following officers:

20.3.1 President

The President/Chair of the Board shall:

- a) be a member of the board and any board committees;
- b) preside at all meetings of the board of directors, members and any board committees;
- c) be responsible for implementing the strategic plans and policies of the Corporation;
- d) subject to the authority of the board, have general supervision of the affairs of the Corporation; and
- e) have or perform any such other duties and powers as may be properly required from time to time as the board may specify

20.3.2 Secretary

The Secretary of the Board shall:

- a) Attend and be the secretary of all meetings of the board, members and committees of the board;
- b) Enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings;
- c) Give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees;
- d) Have or perform any such other duties and powers as may be properly required from time to time as the board may specify.

20.3.3 Treasurer

The Treasurer of the Board shall:

- a) Monitor the financial operation of the Corporation; and
- b) Have or perform any such other duties and powers as may be properly required from time to time as the board may specify.

20.4 Powers of Directors

The Board of Directors shall exercise such powers as are required from time to time by the Canada Corporations Act or by these Bylaws, or as determined from time to time by the members at an annual general or special general meeting.

Without limiting the generality of the foregoing, the Board of Directors shall:

- a) Determine the policies of the Corporation;
- b) Appoint and/or elect the President, Secretary and Treasurer of the Corporation;
- c) Generally supervise the affairs of the Corporation;
- d) Initiate changes to the Bylaws of the Corporation;
- e) Appoint, as required, an officer or officers authorized to sign documents, contracts and instruments in writing on behalf of the Society which shall be binding without further authorization.

20.5 Meetings of the Board of Directors

The Board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) notice of meeting of the Act required the purpose thereof or the business to be transacted to be specified in the notice.

20.6 Decisions of the Board

Decisions of the Board of Directors shall be reached by a simple majority of votes. In the event of a tie vote, the Chair of the meeting shall have a second or casting vote.

20.7 Expenses

Officers, Directors, Committee Chairs, Committee Members and other persons who perform duties on behalf of the Society with the approval of the Board of Directors shall be remunerated for reasonable expenses incurred during those activities in accordance with the policies of the Corporation in place from time to time.

20.8 Other Officers

The Board of Directors may, at its sole discretion, appoint such other officials as are required to further the objectives of the Corporation.

21. COMMITTEES

The board may from time to time 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 may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board.

22. INVESTMENT OF FUNDS

All monies of the Society which are not immediately required to meet operating expenses of the Society shall be invested in a fiscally responsible manner that will be determined by the board.

23. BORROWING OF MONEY

The directors of the corporation may, without authorization of the members:

- a) Borrow money on the credit of the Corporation;
- b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- c) Give guarantee on behalf;
- d) Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligations of the Corporation.

24. ANNUAL FINANCIAL STATEMENTS

The Corporation shall make the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

25. BY-LAW AMENDMENTS

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until

the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended. The by-law, amendment or repeal ceases to have effect if it is not submitted to members at the next meeting of members or if it is rejected by the members at the meeting.

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

26. REPEAL OF BYLAWS

These Bylaws came into effect on the date shown.

27. INVALIDITY

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