

CONSTITUTION AND BY-LAWS OF THE CANADIAN MEDICAL AND BIOLOGICAL ENGINEERING SOCIETY

LA SOCIÉTÉ CANADIENNE DE GÉNIE BIOMÉDICAL INCORPORATED

Amended – May 2024

PREAMBLE

NAME:

The Canadian Medical and Biological Engineering Society
La Société Canadienne de Génie Biomédical

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OBJECTIVES

1. To create and maintain a national association for those involved in biomedical engineering in its broadest sense through practice, teaching and research.
2. To promote the increase of scientific, technical and other pertinent knowledge in biomedical engineering.
3. To serve as a forum for information exchange between the general public, other professionals, scientists and members of the Society.
4. To develop or advise on the development of standards for biomedical engineering practice and for its practitioners.
5. To publish technical, scientific and other material on biomedical engineering through periodicals, monographs etc.
6. To organize national and regional meetings and to co-operate with other bodies for international and interdisciplinary meetings for the purposes of the Society.
7. To associate with any other national and international organizations for the purpose of the Society.
8. To establish liaison with the Federal and Provincial Governments of Canada and/or health care authorities to promote the objectives, policies, viewpoints and capabilities of the Society.
9. To acquire and hold property which the Society may consider proper and to erect on any land any building for the purposes of the Society.

BY-LAWS

1.1 DEFINITIONS:

In these By-laws:

- (a) "Society" means "the Canadian Medical & Biomedical Engineering Society / La Société Canadienne de Génie Biomédical
- (b) "Executive" means the Executive Committee of the Society.
- (c) "President" means the President of the Society.
- (d) "Vice-President" means the Vice-President of the Society.
- (e) "Secretary" means the Secretary of the Society.
- (f) "Treasurer" means the Treasurer of the Society.
- (g) "Chairperson" means the Chairperson of a Committee.
- (h) "Member" means a Member of the Society.
- (i) "Person" means an individual.

1.2 SOCIETY SEAL

The Executive of the Society shall adopt a Seal for the use of the Society. The said Seal shall at all times remain in the custody of the Secretary, the President or the Membership Chairperson, and shall be affixed to a document only by the Authority of the President, Vice-President, Secretary or Treasurer.

1.3 BADGE, EMBLEM, ETC.

The Society through its Executive, may from time to time, adopt such a Badge, Emblem, etc., as may be decided upon, with power to vary the same.

1.4 LOCATION

The head office of the Society shall be located in the City of Ottawa, in Ontario, or at such other place as may be designated from time to time by the Executive. This head office shall be designated as the Society's Secretariat.

1.5 MEMBERSHIP

(a) Any person who:

- i. by profession, occupation, training, or interest subscribes to the interests of the Society; and
- ii. has submitted an application, together with such entrance fee and current annual subscription as may be fixed from time to time, to the Society; and
- iii. has been approved by the Executive as qualified; shall be admitted to membership in the Society in one of the grades described in paragraph 1.5(b) of this by-law.

(b) There shall be seven (7) membership categories as follows. A member, who wishes to transfer from one category to other, may do so with the approval of membership committee.

i. Membership (Ordinary, Full) - shall be open to all persons who are graduates of universities or technical institutes in courses relating to some aspect of medical and biological engineering in its broadest sense; and to others who are actively participating in the field of medical and biological engineering. This rank entitles the member to all basic privileges and responsibilities in the Society, including voting and holding executive office.

ii. Student Membership - shall be open to all persons following a course of study or training which would upon completion, make them eligible for membership. Student members shall pay reduced fees. They shall have no voting privileges. Doctoral fellows who are part students/part working are also eligible for this category of membership.

iii. Fellowship - shall be conferred on members who upon recommendation by the Awards Committee are deemed by the Executive to have rendered outstanding service to medical and biological engineering in one of the fields of organization, practice, development or research. Fellows shall pay the same fees as Members and shall also have the same privileges and

responsibilities. Any member can bring potential candidates for Fellowship to the attention of the Membership Committee. Fellows, upon retirement, shall be exempt from fees but will retain their privileges in the Society. Fellows can use the designation FCMBES.

iv. Honorary Membership - may be conferred by the Executive by the Awards Committee, to those individuals, not Members or Fellows of the Society, who have contributed to the accomplishment of the objectives of the Society or who have performed special services for the Society. Honorary Members shall not pay fees, nor be voting members.

v. Emeritus Membership - may be conferred by the Executive upon the recommendation of the Awards Committee, to Members who have contributed to, but are no longer active in medical and biomedical engineering. Emeritus Members shall not pay Membership fees nor be voting members. A member may decline this Emeritus standing.

vi. Retired Members - members who have retired from active participation in the work force may apply for the status of "retired member". Such members shall pay a reduced fee, to be determined from time to time by the Executive. Retired members shall retain voting privileges, but shall not hold office in the Executive.

vii. Associate Members - shall be open to individuals who are in non-managerial and non-supervisory roles in healthcare or the medical device industry. You must be a user or repairer of medical equipment or an IT professional. This membership category is also open to individuals living outside of Canada or those members who are unemployed or who are on unpaid leave from their regular employment or studies (e.g. family leave). Associate members shall retain voting privileges, but shall not hold office in the Executive.

viii. International Membership - shall be open to individuals whose primary residence is outside of Canada, and who work in any roles or capacities related to the healthcare or the medical device industry. Applicants must be a user, manager, supervisor and/or repairer of medical equipment or an IT professional working with healthcare technology. International members shall retain voting privileges, but shall not hold office in the Executive.

(c) Group Membership Plans: Mailings may be sent in a bundle to the person identified as contact for these groups.

i. Corporate Membership Plan - The Corporate Membership Plan is available to any organization in the public or private sector. Members listed under a corporate membership shall have the same privileges and responsibilities as ordinary/full members. Hospital groups and company groups may obtain a corporate membership by paying for two or more members or at a pre-determined discount.

ii. Institutional Membership Plan - Universities may apply to have an Institutional Membership to cover their biomedical engineering students. They must pay for at least 2 students to receive the discounted rate. The institution may apply the member rate for registrations to the annual conference for their students.

Admission Procedure:

(d) The applicant, as a prerequisite to membership, shall complete the Society's Application for Membership form, which shall be referred to the Membership Committee for recommendation to the Executive.

(e) The Membership Committee, on the admission of a member, shall notify the applicant of such admission, enter the member's name in the Register of Members and issue a certificate indicating the member's grade as established by the Membership Committee. The issued Certificate shall at all times remain the property of the Society.

(f) The Membership Committee shall return to each unsuccessful candidate the admission fee and the annual subscription paid by the applicant with a written notice explaining the reasons for rejection indicating how and when the applicant may re-apply.

(g) All members shall comply with the provisions of these by-laws and all amendments hereto, and with such regulations as may be made hereunder from time to time by the Executive, and shall in all things endeavour to promote the interests of the Society and to fulfill the objectives for which the Society was established.

Withdrawal Procedure:

(h) Any member may withdraw from the Society by delivering to the Secretary either personally or by registered electronic mail, written notice to that effect.

(i) A member shall be responsible for payment of the appropriate fees until the effective date of the member's resignation from the Society.

(j) If a member withdraws or is expelled from the Society, the member shall return his/her certificate of membership to the Secretary.

(k) Any person who ceases to be a member of the Society for any reason whatsoever shall, ipso facto, cease to have any claim or interest in the assets, funds or property of the Society.

(l) Membership automatically terminates on death of the member.

Suspension Procedure:

(m) The Executive may suspend or expel a member for non-payment by the member of annual subscriptions, dues, charges, fees, fines, assessments, or for any conduct or reason which the Executive shall deem to be not in the best interests of the Society.

(n) If a member's annual membership fee has not been paid 3 months after the renewal date, the Membership Chairperson will notify the member that their membership has been terminated.

(o) A written complaint of misconduct by any member shall be considered by the Membership Committee. If the circumstances appear to warrant suspension, the decision shall be made jointly with the Executive of the Society. The suspended member shall then have the option of appeal,

and a decision shall be made regarding termination of membership at a General Meeting or by a postal or electronic vote of the membership.

Reinstatement Procedure:

(p) Any person who has been suspended or terminated for non-payment of annual Membership fee may apply for reinstatement after payment of all outstanding fees.

(q) Any person who has been suspended or who has withdrawn from membership will require a new sponsorship when applying for reinstatement if the person has not been a member for three consecutive years or more.

1.6 MEETINGS

(a) A General Meeting of the Society shall be held at every conference, at such place and at such time as the Executive may determine. The following items of business shall be dealt with at each General Meeting:

- i. The approval of Minutes of the last General Meeting or meetings and any Special General Meetings held during the year.
- ii. Business arising from the Minutes.
- iii. Report of the President.
- iv. Report of the Vice-President.
- v. Report of the Secretary.
- vi. Reports of the Committee Chairs.
- vii. Report of the Treasurer.
- viii. New business.

(b) A Special General Meeting of the Society may be convened by order of the President or Vice-President or by a Resolution of the Executive, or on written or electronic request for such a meeting addressed to the Secretary and signed by not fewer than five (5%) percent of the members of the Society. Any such request shall set forth the purpose for which the meeting is to be called. Notices to the membership calling a Special General Meeting shall clearly state the intended purpose of the meeting and no other business shall be transacted at such meetings.

(c) Written notice or electronic notification of the General Meeting or of a Special General Meeting shall be sent at least thirty (30) days prior to the date of such meeting to each member at his/her address shown on the Register of the Society, or if no address be given therein, to the last address of such member known to the Secretary; provided always, that a meeting of the Members may be held for any purpose at any time and at any place without notice if all the members entitled to have notice of such meetings are present, or if all absent members shall have signified their consent in writing to such a meeting being held. Notice of any meeting or irregularity in a meeting or in the notice thereof, may be waived by any Member. Such notice shall clearly set forth the place, date and hour of the meeting.

(d) Only those of membership categories Ordinary (Full), Fellow and members of Corporate Membership plan shall be entitled to vote at all meetings of the Society.

(e) At the General Meeting, or at a Special General Meeting of the Society, all questions shall be decided by a majority vote cast by the Members present thereat in person and entitled to vote. All voting shall be by a show of hands. In the event of a tie vote, the Chairperson shall have a casting vote.

(f) Questions relating to procedure at meetings of the Executive and of the Society shall be decided by reference to the latest edition of Robert's Rules of Order.

1.7 CHAPTERS

(a) Any group of members in any region may establish a local chapter of the Society provided:

- i. The constitution and by-laws of the proposed chapter are first approved by the Executive of the Society.
- ii. The said local chapter must be self-supporting financially. In exceptional circumstances, applications for financial support may be made to the Executive of the Society.
- iii. The same types of members are eligible to vote and to hold office in the said chapter as nationally.
- iv. A formal annual report from the Chapter Executive is required for the National Executive.
- v. Responsibility to the Society: where national or provincial issues are concerned, consultation with the National Executive shall be required. The National Executive shall have the prerogative to make final decisions about such matters. The National Executive should be kept informed of issues of potential controversy in order to facilitate pertinent conjoint action if desired.

(b) STUDENT CHAPTERS - Students may establish a local student chapter of the Society provided:

- i. The student chapter has a faculty advisor, who is a CMBES member and at least one student member.
- ii. The student chapter must have a minimum number of CMBES student members. The minimum number of CMBES student members is:
 - a. Equal to the number of student members, if there are less than five student members
 - b. Five student members, if there are between five and ten student members
 - c. Half of the number of student members, if there are more than ten student members
- iii. The constitution and by-laws of the proposed chapter are first approved by the Executive of the Society.
- iv. The said local chapter must be self-supporting financially.
- v. The student chapter may apply for 1:1 matching financial support for activities that are consistent with the mission and goals of CMBES. Applications for financial support must be approved by the Executive of the Society. The maximum annual contribution from CMBES

will be specified by the Executive of the Society.

- vi. A formal annual report from the Chapter Executive is required for the National Executive.
- vii. The student chapter must renew their status on an annual basis.
- viii. Responsibility to the Society: where national or provincial issues are concerned, consultation with the Executive of the Society shall be required. The Executive of the Society shall have the prerogative to make final decisions about such matters. The Executive of the Society should be kept informed of issues of potential controversy in order to facilitate pertinent conjoint action if desired.

1.8 EXECUTIVE

(a) The affairs of the Society shall be managed by an Executive. Such affairs shall include, without limiting the generality thereof, the management, direction and administration of the business and finances of the Society, and the Executive may exercise such powers and do all such acts and things as may be exercised or done by the Society and which are not required to be done by the Society as a whole. With the exception of those powers delegated to specific members of the Executive, decisions of the Executive shall be approved by a simple majority.

(b) The Executive shall consist of the President, the Vice-President, the Secretary, the Treasurer and the Chairs of all Standing Committees as specified in the by-laws of the Society. These individuals are the Officers of the Society, elected by the members. The office of Secretary and Treasurer may be combined when deemed expedient by the Executive, until the next annual general meeting of the society.

(c) Elections and Vacancies

- i. The Executive shall be elected for a two (2) year term by the members of the Society.
- ii. Where there is a vacancy in the Executive for any reason, the remaining elected members of the Executive shall appoint a member of the Society to fill the vacancy, and such appointee shall hold office for the balance of the remaining term of the vacating member of the Executive.

(d) All members of the Executive shall be elected by a majority of members present at the AGM or by electronic mail ballot as specified in Section 15.

(e) No elected member of the Executive shall hold the same office for more than two (2) consecutive terms.

(f) The Executive shall have the power to appoint such committees as may be deemed necessary to carry out the business of the Society, including Standing Committees, and each committee shall submit a report to the Executive not less than thirty (30) days prior to the next General Meeting.

(g) The Executive shall decide all policy matters concerning the Society's conferences, workshops and seminars etc, including joint conferences of international, inter-society and other types. In general, the responsibility for individual conferences will be delegated by appointment of a General Chairperson.

(h) The Past-President shall be a member, ex-officio, of the Executive. This shall be for the purpose of consultation and continuity, and will not include any voting privileges.

1.9 DUTIES OF OFFICERS

(a) The President shall act as chairperson of all meetings of the Executive and the General Meeting and Special General Meetings of the Society. He/she may vote only to decide a question on which votes are tied.

(b) The Vice-President shall be vested with all the powers and perform all the duties of the President in the absence or disability or refusal to act of the President, together with such other powers and duties, if any, as may from time to time be assigned to him/her by the Executive.

(c) The Secretary shall issue or cause to be issued notices for all meetings of the Executive and the Society when directed to do so, have charge of the minute books of the Society and record and maintain minutes of the Executive and all meetings of the Society: sign with the President or other signing officers of the Society such instruments as require his/her signature and shall perform such other duties as the terms of his/her engagement or this by-law call for, or the Executive may from time to time properly require of him/her.

(d) The Treasurer shall have the care of all funds and securities of the Society, and shall direct the deposit of same in the name of the Society in such bank or banks or with such depository or depositories as the Executive may direct. He/she shall at all reasonable times exhibit his/her books and accounts to any member of the Executive upon application at the office of the Society or the place of business of the Treasurer during regular business hours. He/she shall be responsible for the preparation and maintenance of the financial records, which clearly show from whom all income has been received and to whom and, for what reason all disbursements have been made.

(e) No member of the Executive shall receive any remuneration for his/her services.

(f) Reasonable out-of-pocket expenses, when properly substantiated, may be paid to a member of the Executive at the discretion of the Executive, and to any member who attends Executive meetings or who acts on behalf of the Society away from his/her usual place of residence.

(g) The Office of an Officer shall be vacated:

- i. if the Officer resigns his/her office by delivering a written resignation to the Secretary or President of the Society;
- ii. on the death of the Officer.
- iii. if at a Special General Meeting of Members, a resolution is passed by three-quarters (3/4) of the members present at the meeting, that he/she be removed from office; Executive Committee may choose to call a Special General Meeting to address such concerns as below:
 1. if the Officer is found lunatic or becomes of unsound mind;
 2. if the Officer becomes bankrupt or insolvent;

3. if the Officer conflicts with article 1.14(f)

Provided that if any vacancy shall occur for any reason contained in this paragraph, the Executive may by resolution, fill the vacancy with a person in good standing on the books of the Society.

(h) From time to time, the Executive shall hire a person or organization as National Executive Secretary. The duty of this appointee shall be to operate the Secretariat. National Executive Secretariat assists the elected Secretary, Treasurer and the rest of the Executive Committee as appropriate.

(i) The Executive Members of the Society are hereby authorized from time to time:

- a. To borrow money upon the credit of the Society in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise;
- b. to issue debentures or other securities of the Society;
- c. to pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
- d. to mortgage, hypothecate, charge or pledge, or give security in any manner whatever, upon all or any of the property, real and personal, immovable and moveable, undertaking and rights of the Society, present and future, to secure any debentures or other securities of the Society, present and future, or any money borrowed or to be borrowed by any obligation or liability of the Society, present or future;
- e. to delegate to such Executive(s) or Officer(s) of the Society as the Executive designate all or any of the foregoing powers to such extent and in such manner as the Executive may determine.

1.10 STANDING COMMITTEES

Standing Committees shall consist of a Chairperson, elected in the manner provided for in these by-laws, plus one or more additional members selected by the Chairperson from the membership, with the following responsibilities to the Executive:

- (a) Membership - the review of all applications for membership and the recommendation of membership status.
- (b) Publications - all matters concerning publications of the Society, including the Newsletter.
- (c) Professional Affairs - all matters concerning establishment and maintenance of professional standards, certification procedures and liaison with other professional associations and relevant organizations.
- (d) Long-Term Conference Planning - all issues regarding planning of future conferences including the establishment of a local organizing committee for the next conference. Planning for the next conference is to be handed over to the local organizing committee, normally one year before the date of the conference.

(e) Awards - to ensure that the Society awards and recognizes deserving individuals and organizations for their outstanding achievements and contributions to CMBES, the profession and the society at large. To this end the Awards Committee shall coordinate all matters related to all awards issued by the Society.

(f) International Outreach - to pursue and develop opportunities for CMBES members to participate in volunteer programs to support Clinical Engineering initiatives and Health Technology Management in under resourced countries.

(g) Bilingual Affairs - improve the Society's Bilingualism. With the guidance and help of this committee CMBES will continue and increase the use of our two official languages.

(h) Academic - strives to improve the relationship between the academic biomedical community and the Society for mutual benefit and increase membership.

(i) Information Technology (IT) – leads information technology strategy, implementation, and support for the Society through recommending, setting up and maintaining the IT tools the Society uses.

(j) Indigenization, Inclusion, Diversity, Equity, and Accessibility (IIDEA) - is dedicated to fostering in the Society a culture of respect, representation, and equal opportunity, ensuring that all voices are heard and valued in the activities it holds.

1.11 APPOINTED COMMITTEES

(a) Appointed Committees shall consist of a Chairperson appointed by the Executive plus one or more additional members selected by the Chairperson from the membership. They are responsible to the Executive to carry out the particular assignment of that Committee.

(b) No member of an Appointed Committee shall receive any remuneration for his/her services.

(c) Reasonable out-of-pocket expenses, when properly substantiated, shall be paid to a member of an Appointed Committee, at the discretion of the Executive.

(d) Appointed Committees may be dissolved at the discretion of the Executive.

1.12 ADJOURNMENT OF MEETINGS

The Chairperson may, with the consent of any meeting of the Society, adjourn the same from time to time, and no prior notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any reconvened meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling same.

1.13 QUORUM OF MEETING

Three (3) members present shall be a quorum of any meeting of members of the Society for the choice of Chairperson and the adjournment of the meeting. For all other purposes, a quorum for any meeting shall be not less than ten (10%) percent of the voting members of the Society. No business shall be transacted at any meeting unless the quorum is present at the commencement of the business.

1.14 MEETINGS OF THE EXECUTIVE

(a) Meetings of the Executive shall be convened by the President on his/her own initiative; or by the President on a request in writing signed by not fewer than four (4) members of the Executive.

(b) If the President does not proceed to cause an Executive meeting to be held within fourteen (14) days from the date of his/her receipt of a written request from four (4) or more members of the Executive, as provided for in the immediately preceding paragraph, any four (4) members of the Executive may themselves convene a meeting, but any meeting so convened shall not be held more than two (2) months from the date of the deposit of the request with the President. Any meeting convened by the four (4) members of the Executive under the provision of this section shall be convened in the same manner, as nearly as possible, as that in which meetings are convened by the President.

(c) The time and place of the Executive meetings shall be determined by the President or by the members of the Executive who call the meeting.

(d) A quorum of the Executive shall consist of a simple majority.

(e) If any member of the Executive is unable to attend a meeting of the Executive he/she shall so inform the Secretary prior to the meeting.

(f) If any elected member of the Executive absents himself/herself without the approval of the Executive from three (3) consecutive meetings of the Executive of which he/she receives due notice, the executive may take further action as outlined in article 1.9(g)

1.15 ELECTIONS

(a) Appointing Nominating Committee:

- The primary function of the Nominating Committee is to select candidates who will stand for election to Executive Offices and Chairs of the Standing Committees. Nominations may come from any source, including the membership, the Executive, and the Nominating Committee.
- A Nominating Committee Chairperson shall be appointed at the first meeting of the new Executive, to serve for the ensuing two (2) years.
- The Nominating Committee shall consist of three members of the Society, one of whom shall be the Chairperson. The other two members shall be selected by the Chairperson from the members at large and shall be subject to the approval of the Executive. The Executive shall fill any vacancies which may occur in this Nominating Committee.

(b) The nomination process for the executive positions shall be as follows:

- Initial Call for Nominations - Approximately six (6) months prior to the Annual General Meeting (AGM) to be held in an election year, the Nominations Chairperson shall issue a call for nominations. This call nominations should clearly state the closing date for nominations (e.g. four (4) months prior to AGM).
- Second Call for Nominations - Five (5) months prior to the AGM, a second call should be issued. This call nominations should clearly state the closing date for nominations (e.g. four months (4) prior to AGM).
- Nominations should normally:
 - i. be made in writing;
 - ii. indicate the office for which the person is nominated; and
 - iii. be accompanied by the written consent of the candidate.
- In addition to the nominations made by members or Executive, the Nominating Committee may make its own nominations. If the nominations for a post are lacking or in any way inadequate, it is the responsibility of the Nominating Committee to find qualified candidates to stand for election.
- Nominees/eligibility – must be voting members of CMBES

(c) Confirming availability and selecting candidates

- The Nominating Committee contacts the nominees for each office to confirm their interest in serving in the post. Nominees may be contacted by phone or e-mail or in person.
- The Committee meets and agrees upon the final candidates. Each post should have one or more candidates. The chair of the Nominating Committee sends letters, by post or email, to each person nominated, thanking them for their interest.
- The final list of candidates should be finalized two months prior to the AGM.

(d) Candidate Materials:

- Candidates should prepare a brief professional biographical summary that will be sent to the membership. The nominating committee may also consider asking candidates to prepare a short statement or formulate questions for them to answer.
- Candidates must be given two (2) to four (4) weeks to prepare the necessary materials and return them to the chair of the Nominating Committee.

(e) Election of CMBES Executive

- The slate of candidates for the Executive positions shall and their information shall be sent to the CMBES membership one (1) month ahead of the Annual General Meeting.
- Voting shall be by electronic ballot.
- Ballots shall be returned not later than one week prior to this General Meeting.
- The successful candidates shall be announced at the General Meeting.
- In the case of a tie of votes for any office or position, the Nominations Chairperson shall cast the deciding vote.

(f) If there is only one candidate for a position, they will be elected to the position through a motion and vote on the motion at the AGM.

(g) Election Objections - Any objection to the election as announced shall be valid only if made after the announcement and a proper request for recount will then be in order. If such a request is supported by ten (10) members, the chairperson shall appoint a ballot recounting Committee of five (5) members who shall forthwith recount all the ballots. Candidates may be present or represented at such recounts. Such recounts shall be final and binding. On completion of the recount the results shall be communicated in writing to the Nominations Chairperson, who shall prepare the announcement for the members.

1.16 FEES

(a) Operations of the Society will be financed through annual assessment of all members, together with other income which may occur to the Society from other sources, including, without limiting the generality of the foregoing, gifts, donations, and grants.

(b) Authorization

- i. The Executive may authorize an annual fee increment not to exceed the cost of living increase of the previous year.
- ii. If the Executive deems a greater than cost of living increase is required then approval of this fee is subject to a mail or electronic vote of the members to be completed within sixty days. Acceptance shall require approval of two-thirds (2/3) of those responding within the sixty-day period.

(c) The Executive may, from time to time, fix a fee for admission to the Society or for reclassification to a different membership category.

(d) Reclassification fees, or a portion thereof at the discretion of the Executive, may be returned to the applicant in the event his/her application is rejected.

1.17 FINANCIAL

- (a) The execution of all documents and the signing of all cheques in connection with the administration of the Society shall be done only by such person or persons who are authorized to do so by the Executive.
- (b) All monies received by or on behalf of the Society shall be deposited with a Chartered Bank, Treasury Branch or Trust Company.
- (c) All disbursements of funds of the Society shall be by cheque of which there shall be a record kept. All disbursements greater than \$5000 will require 2 authorized signatures.
- (d) The fiscal year of the Society shall end on the 31st of December in each year.
- (e) At the General Meeting in which his/her election is announced, the Treasurer shall announce to the Society for its approval, the Auditor(s) who shall carry out a yearly audit during the term of that Treasurer.
- (f) The accounts of the Society shall be examined by the appointed Auditor(s) at the end of each fiscal year, and a complete statement thereof duly certified shall be presented to the Society.
- (g) The Treasurer shall present a statement of the financial status of the Society at the General Meeting. The audited financial statements will be made available for the members at the registered office.
- (h) The books of the Society may be examined by any member of the Executive.
- (i) The Society may acquire and take by purchase, donation or otherwise, land and personal property, and may sell, exchange, mortgage, lease, let, improve, and develop the same and may erect and maintain any necessary buildings.
- (j) For the purpose of carrying out its objectives, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit.

1.18 AMENDMENTS TO BY-LAWS

Proposed additions to, amendments to, or rescission of the by-laws shall be submitted:

- (a) by the Executive, or
- (b) by petition of at least ten (10%) of the voting members of the Society; to the members at the General Meeting or at a Special General Meeting. Any amendment to, rescission of, or addition to by-laws shall be effective when ratified by the vote of two-thirds (2/3) of the members entitled to vote and present at the General Meeting or at a Special General Meeting of the Society. The Chairperson shall not vote except to cast a tie-breaking vote. Such changes may also be ratified

by a mail or electronic vote to be completed within sixty days. Acceptance shall require approval of two-thirds (2/3) of those responding within the sixty day period.

1.19 COMMITMENTS

(a) No member of the Society shall incur personal liability in respect to commitments of the Society, nor shall membership commit a member to more than payment of the applicable annual subscription.

(b) The Executive shall be empowered to make suitable arrangements for cooperation with other groups sharing mutual or common interests.

(c) Affiliations with other national or international bodies must be approved by the membership as specified in the by-laws.

1.20 DISSOLUTION

A decision to dissolve the Society must be taken at a General Meeting or by mail (to be completed within sixty (60) days) if necessary. Acceptance shall require approval of two-thirds (2/3) of those present at the General Meeting, or of those responding within the sixty (60) day period. This by-law shall remain in force and be binding upon the Society as regards any party acting on the faith thereof, until a copy, certified by the Secretary of the Society under the Society's Seal, of a by-law repealing or replacing this by-law shall have been received by such a party and duly acknowledged in writing. ENACTED 3rd day of August 1976.

AMENDMENTS

AMENDED 1977, 1980, 1981, 1982, 1984, 1991, 1997, 2002, 2008, 2009, 2013, 2014, 2019, 2020, 2021, 2024