



Canadian Society of Medical Evaluators  
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## **CANADIAN SOCIETY OF MEDICAL EVALUATORS BYLAWS**

A by-law relating generally to the management and affairs of the **CANADIAN SOCIETY OF MEDICAL EVALUATORS**, a non-profit corporation incorporated according to the Laws of the Province of Ontario.

**BE IT ENACTED** and it is hereby enacted as a by-law of the **CANADIAN SOCIETY OF MEDICAL EVALUATORS** (hereinafter sometimes referred to as the "Corporation") as follows:

### **ARTICLE I – REVOCATION OF FORMER BY LAWS**

**1.01** This by-law hereby repeals and amends any previous by-laws of the Corporation and stands in their stead.

### **ARTICLE II – HEAD OFFICE OF THE CORPORATION**

**2.01** The head office of the Corporation shall be in the City of Toronto, in the Province of Ontario.

### **ARTICLE III – SEAL**

**3.01** The corporate seal of the Corporation shall be in the form impressed hereon.

### **ARTICLE IV – FISCAL YEAR**

**4.01.1** The fiscal year of the corporation shall end on the 31st day of December in each year.

### **ARTICLE V – PURPOSE**

**5.01.01** The purpose and objects of the Canadian Society of Medical Evaluators are:

**5.01.02** To establish a society to represent physicians and others involved in third party evaluations in Canada.

**5.01.03** To advance the practice of third party and promote related research.

**5.01.04** To represent members of the Society in their relationship with Governments, Medical Societies and other stakeholders in the development and promotion of high standards of training, credentialing and professionalism for those who are concerned with performing third party evaluations.

**5.01.05** To promote a high level of expertise in the performance and production of medical and other independent evaluations.

## **ARTICLE VI – MEMBERSHIP**

**6.01.01** The Society will have three categories of membership:

**6.02.00** General Member

**6.03.00** Associate Member

**6.04.00** Honourary Member

### **6.02.00 General Member:**

**6.02.01** In order to be admitted as a general member, the applicant must be a physician and must meet the admission criteria established by the Membership Committee of the Society.

**6.02.02** An applicant for membership must demonstrate that a significant part of the applicant's practice (as determined by the criteria of the Membership Committee) is composed of independent medical evaluations. The successful applicant agrees to follow the guidelines of practice established by the Membership Committee of the Society.

**6.02.03** Physicians must have practiced a minimum number of years before being considered for admission to the society as a general member. The minimum number of years is seven (7) for a family physician or general practitioner, and is five (5) years for a specialist in good standing with the Royal College of Physicians and Surgeons of Canada. Practice for the purpose of this bylaw is defined as being in good standing on a Provincial Medical Register, as a general (not educational) practitioner, engaged in the treatment of patients.

**6.02.04** General members will have voting rights at all meetings but have certain restrictions with respect to the election of the representatives of Associate Members.

### **6.03.00 Associate Member:**

**6.03.01** An associate member shall be an individual with an interest in the assessment of health and function as these relate to impairment and disability.

**6.03.02** Associate members must abide by all CSME by-laws and pay their dues in full to be in good standing.

**6.03.03** Associate members will elect their representatives to the Board of Directors as outlined below. Associate members will confer their voting rights on to the Vice President Associate Members.

**6.03.04** Physicians who do not meet the qualifications for General Membership status may apply to the Membership Committee, to become an associate member.

**6.03.05** Associate members may attend the AGM, without the right to vote and must abide by the Canadian Society of Medical Evaluators Standards.

### **6.04.00 Honourary Member:**

**6.04.01** The status of "Honourary Member" shall be granted to individuals who are not physicians, who make application for such status, or upon which such status is bestowed by the Board. Honourary members may attend the annual general meeting, without the right to vote.

#### **6.05.01 Admission:**

**6.05.02** The Membership Committee will create and maintain criteria for membership. Applicants who meet the noted criteria will be accepted unless they have committed an offense relevant to membership.

**6.05.03** An applicant for general membership must be sponsored by two general members. The applicant must submit an application with the name of the sponsors, their qualifications, and any other criteria required by the Membership Committee. There will be an application fee, as determined by the Membership Committee and adopted by the Board of Directors. The Membership Committee will make recommendations regarding admission to the Board of Directors

**6.05.04** An applicant for Associate Membership must submit an application and any other criteria required by the Membership Committee. There will be an application fee, as determined by the Membership Committee and adopted by the Board of Directors

**6.05.05** Admission to Honorary Membership will be at the discretion of the Board of Directors Committee of the society, on the basis of the recommendation of the Membership Committee.

#### **6.06.01 Annual Renewal:**

Membership in the Society must be renewed annually.

#### **6.07.01 Maintenance of Membership:**

**6.07.02** Renewal of Membership is dependent on the submission of a membership application form and the annual fee, unless there is a recommendation from the Membership Committee to refuse to renew Membership, in which case the matter shall be dealt with in accordance with Sections 6.08 of this by-law.

**6.07.03** Membership in the Society acknowledges adherence to the guidelines of practice established by the Society. The Membership Committee will recommend to the Board of Directors to refuse the renewal of the membership of an individual who does not conform to the guidelines as established by the Society.

#### **6.08.01 Termination of Membership:**

**6.08.02** A recommendation by the Membership Committee to terminate a membership must be communicated to the member, as well as to the Board of Directors for its approval. The Member may appeal to the Board of Directors for reconsideration of its decision. The member may appear before the Board of Directors of when consideration is given for reinstatement.

**6.08.03** Termination of membership will take effect as soon as there has been a vote of the Membership Committee to terminate membership. The member may then appeal to the Board of Directors and such decision of the Board of Directors may be appealed by the Member or the Board of Directors to the General Membership at a Special or Annual Meeting of the Membership. The decision of the General Membership shall be final.

**6.08.04** If annual dues are in arrears by more than two months after a second notification, the renewal fee will require an additional payment of \$100. Membership will be terminated if the full fees are not paid within thirty days of the third notice.

**6.08.05** A member may be suspended during any investigation which might show that continuation of their membership is detrimental to the Society as determined by the Board of Directors on the recommendation of the Membership Committee and subject to the rights of appeal as set out in this by-law.

**6.09.01 Reinstatement:**

**6.09.02** If a membership has been terminated in accordance with this By-law 6.08 and the appeal(s) have been exhausted, then the ex-member may apply for membership as a new member.

**6.09.03** If annual dues in arrears cause termination of membership under **6.08.04**, then full payment of all arrears will cause automatic reinstatement of membership, if paid within six months of the termination. After six months post termination, the ex-member must apply for membership by the process as required for new members. The Membership Committee may still recommend to the General Meeting that all dues in arrears be collected prior to re-admitting the Member.

**6.09.04** If an investigation as described in 6.08.06 is concluded, the Board of Directors may either lift the suspension, or continue the suspension until the next General Meeting, when the membership may vote to terminate the membership in accordance with the by-laws and failing such vote, re-instatement of membership shall be automatic.

**ARTICLE VII – ANNUAL FEES**

**7.01.01** The annual fees payable in respect of membership in the Society shall be decided by resolution of the Board of Directors and each member wishing to retain his membership in the Society shall pay such annual fee when invoiced in each and every calendar year. Provided that, if any member resigns, dies or has his membership terminated, he or his estate shall not be liable for annual fees for the then current calendar year, subject to the fact that no refund of fees shall be given except by resolution of the Board of Directors.

**7.01.02** The Board of Directors, by resolution, in its discretion, may designate special categories of membership for which a reduced annual fee may be charged.

**7.01.03** The Board of Directors may request from its members special assessments as it determines appropriate by resolution.

**ARTICLE VIII – BOARD OF DIRECTORS**

**8.01.01** The term of office is for two years for a member of the Board of Directors. On even years three officers shall be elected and on odd years the remaining officers shall be elected, with the Past President being an officer and member of the Board of Directors by virtue of his having been President.

Members of the Board of Directors Officers who shall be elected by the general members will include:

- 8.02.01** President
- 8.02.02** Vice-President, General Members
- 8.02.05** Secretary
- 8.02.06** Treasurer
- 8.02.07** Three members at Large
- 8.02.08** Past President

Members of the Board of Directors who shall be elected by the associate members will include:

- 8.02.09** Vice President Associate Members
- 8.02.10** Chair, Associate Members Committee
- 8.02.11** One Member at Large

**8.02.01 President:**

- (a) Shall be elected at the AGM for a period of two years;
- (b) Shall officially take office at the end of the AGM;
- (c) Shall be a general member in good standing who has been actively involved in the Society's affairs;
- (d) Shall preside, as Chairman, over all meeting of the Board of Directors and the General Meetings;
- (e) Shall be ex-officio member of all standing and ad hoc committees;
- (f) Shall represent or cause a member appointed by him or herself to represent the Society in public affairs, matters of international or national concern where the Society input has been requested either by members of the Society of individuals or societies outside the Society and where such input seems to be reasonable, legitimate and/or desirable.

**8.02.02 Vice-President, General Members:**

- (a) Shall be elected at the AGM for a period of two years;
- (b) Shall be a voting general member in good standing;
- (c) Shall have been active on committees of the Society and/or been on the Board of Directors;
- (d) Shall act in the absence of the President on behalf of the Society for whatever duties arise during said absence. In the event that the President is unable to continue in office for any reason, the Vice-President General Members will become Acting President until the next AGM;
- (e) Shall ordinarily chair the Membership Committee in the event that the President does not appoint another person to chair the Committee;
- (f) In the event that the Vice-President, General Members is not able to take up the of the President, the Immediate past President or the Secretary may do so.

**8.02.05 Secretary:**

- (a) Shall be elected at the AGM for a period of two years. The duties of the Secretary may be combined with those of treasurer, in which case the title will be the Secretary-Treasurer;
- (b) Shall be a general member in good standing;
- (c) Shall retain all documents pertaining to the members of the Society;
- (d) Shall oversee the functioning of the office of the Society including the hiring of essential staff, purchase of stationery, office supplies, etc.;
- (e) Shall send notices to the membership indicating time, date and place of the AGM not less than 30 days before the meeting, and shall prepare agenda for the AGM;

- (f) Shall send notices to the Board of Directors indicating time, date and place of the next Board of Directors meeting and the main agenda items;
- (g) Shall maintain a current mailing list of the membership and distribute it at least once per year to the membership, with due respect to current Privacy legislation;
- (h) Shall deal with all correspondence as expeditiously as possible either summarily or by referral to the President, the Board of Directors or the appropriate committee. The President shall deal with all external communication that is not in the course of day-to-day business (and all issues referenced in 8.02.01 in particular) unless the President delegates this responsibility in writing;
- (i) Shall be responsible for the preparation and custody of the minutes, records, reports and other documents pertaining to the affairs of the Society;
- (j) Shall be a member of the Membership Committee;
- (k) Shall conduct such other related duties as may from time to time be assigned by the President;
- (l) May designate the CSME Association Manager/Executive Director to conduct such activities as the Board sees fit.

#### **8.02.06 Treasurer:**

- (a) Shall be elected at the AGM for a period of two years. The duties of the Treasurer may also be combined with those of the Secretary, in which case the title shall be known as the Secretary-Treasurer. The Treasurer shall be elected at the AGM for a two-year term;
- (b) Shall be a voting general member in good standing;
- (c) Shall maintain the Society's books including records of all receipts and disbursement;
- (d) Shall deposit monies to the credit of the Society and purchase securities, investments, etc., for safe keeping with the knowledge and agreement of the Board of Directors;
- (e) Shall be responsible for preparing the books for the use of the auditor;
- (f) Shall retain the financial records for a minimum period of ten years
- (g) Shall advise the Board of Directors on the development of the annual budget and on the financial implications of long term planning;
- (h) May designate the CSME Association Manager/Executive Director to conduct such activities as the Board sees fit.

#### **8.02.07 Member at Large, General Members (Three):**

- (a) Shall be elected at the AGM for two years;
- (b) Shall be a general member in good standing;
- (c) Shall attend the Board of Directors meetings;
- (d) Shall be expected to represent the attitudes and concerns of the general membership of the Society.

#### **8.02.08 Immediate Past President:**

- (a) Shall have served a term as President;
- (b) Shall be a general member in good standing;
- (c) Shall attend the Board of Directors meetings;
- (d) Shall be expected to represent the attitudes and concerns of the general membership of the Society;
- (e) Shall serve as the Chair of the Nominating Committee and oversee the election of the incoming Board of Directors of Directors.

#### **8.02.09 Vice-President, Associate Members:**

- (a) Shall be elected at the AGM exclusively by associate members for a period of two years;
- (b) Shall be an associate member in good standing;
- (c) Shall be a voting member of the Board;
- (d) Shall normally have been active on committees of the Society;
- (e) Shall attend Board of Directors meetings;
- (f) Shall be a member of the Membership Committee.

#### **8.02.10 Chair, Associate Members Committee:**

- (a) Shall be elected at the AGM exclusively by associate members for a period of two years;
- (b) Shall be an associate member in good standing;
- (c) Shall be a voting member;
- (d) Shall normally have been active on committees of the Board;
- (e) Shall attend Board of Directors meetings;
- (f) Shall be a member of the Education Program Committee.

#### **8.02.11 Member at Large (one):**

- (a) Shall be elected at the AGM exclusively by associate members for a period of two years;
- (b) Shall be associate members in good standing;
- (c) Shall attend Board of Directors meetings;
- (d) Shall be expected to represent the attitudes and concerns of the associate membership.

#### **8.03.01 The Board of Directors:**

The affairs of the Society shall be managed by the Board of Directors consisting of the officers of the Society who shall be responsible for all matters of policies pertaining to the direction, operation and maintenance of professional, academic and ethical standards with regard to the Society.

#### **8.04.01 Election Procedures:**

**8.04.02** The Nominating Committee will present a slate of officers at each AGM, listing its nominees for the members of the Board of Directors.

**8.04.03** Any General member may be nominated from the floor for any position that is for election at that AGM provided that there is a seconder and that the member has consented to the nomination.

**8.04.04** Voting shall be normally by a show of hands. The President may rule that a voice or written ballot will decide the outcome. The President will not vote except that in the case of a tie the President shall cast the deciding vote.

#### **8.05.01 Duties of the Board of Directors:**

**8.05.02** To transact the financial business of the Society including:

- (a) Those required by the Ministry of Consumer and Commercial Relations;
- (b) Collection of all dues and other monies from whatever source;

- (c) Disbursement of legitimate expenses including expenses of members performing duties on behalf of the Board of Directors and authorized by it;
- (d) Maintenance of appropriate books;
- (e) Provision that no committee shall pledge the credit of the Society or commit it to the expenditure of money or to policies, acts or engagements except as specifically authorized or ratified by the Board of Directors and subject to ratification by the members of the Society where such ratification is required or considered desirable.

**8.05.03** To pursue the goals and policies as outlined in these Bylaws.

**8.05.04** To form such committees as are deemed necessary to achieve these and other goals and to appoint their chairs.

**8.05.05** Assist the various committees in organizing the business, social and educational sections of the AGM.

**8.05.06** The Board of Directors may make such other rules and regulations covering its meetings as it may, in its discretion, determine necessary.

**8.05.07** Special meetings of the Board of Directors may be called by three members of the Board of Directors and upon service upon each of the said members of at least ten (10) days' notice.

**8.05.08** Members of the Board of Directors may be paid such travelling and living expenses necessarily incurred in connection with carrying out the business of the Society as the Board of Directors shall from time to time authorize. At the time of the AGM, officers and members of the Board of Directors may be paid expenses for the extra time spent at the meeting. This will not normally include travel expenses.

**8.05.09** Members of the Board of Directors shall have no conflict of interest nor shall receive any financial benefits from the operation of the Society or from any other member or members of the Board of Directors and administrative staff, or from businesses or enterprises controlled or directed by them, without the express written consent of seventy-five per cent (75%) of the full Board of Directors, given by the Board of Directors to the Member after receipt by the Board of Directors of a full and complete written disclosure of such benefit or conflict or apparent benefit or apparent conflict.

**8.05.10** Seven (7) Board members shall constitute a quorum.

**8.05.11** If any Board member ceases to be a member of the Society or shall resign from the Board of Directors during his term of office then the Board of Directors shall by resolution fill such vacancy for the remainder of such term of office by appointing such member to the Board. The newly appointed Board member shall complete the term of the person he has replaced.

**8.05.12** Any member of the Board of Directors may be removed from the Board for cause, by a vote by written ballot of two-thirds (2/3) of the members of the general membership present at a Special meeting called for such purposes.

### **8.06.01 Recording Secretary:**

**8.06.02** From time to time the Board of Directors may appoint a Recording Secretary.

**8.06.03** The Recording Secretary shall be given or cause to be given all notices required to be given to the members, and/or, the Board of Directors; he may attend all meetings, except as determined by the Board of Directors, as a non-voting individual and shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings at such meetings. In lieu of the Secretary, he shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Society and all books, papers, records, documents and other instruments belonging to the Society. He shall be responsible to the President.

## **ARTICLE IX – MEETINGS**

### **9.01.01 Annual General Meeting:**

**9.01.02** The AGM shall be held at such time and on such day in each year as the Board of Directors may from time to time determine within or outside of Ontario as the Board of Directors may, by resolution, specify.

**9.01.03** Notice of the AGM shall be mailed to all members eligible to vote at least 30 days prior to the date set for the AGM.

**9.01.04** Business to be conducted will include:

- (a) Introduction of new members;
- (b) Motions from the Board of Directors regarding admission of members, and termination of memberships, if any;
- (c) Approval of the minutes of the previous AGM;
- (d) Approval of financial statements;
- (e) Appointment of the auditor;
- (f) Election of the Board of Directors members and Officers;
- (g) President's report and the report of Committees;
- (h) Ratification of the actions of the Board of Directors including expenditures of funds of the Society;
  - (i) Other continuing business;
- (i) New business initiated by the Board of Directors and general membership;
- (j) Presentation of special awards, and
- (k) Transfer of the Officer of President.

**9.01.05** Twenty (20) members present in person or represented by proxy constitute a quorum, but a lesser number may adjourn the meeting for a period of not more than twenty-one (21) days.

**9.01.06** For the purposes of securing the widest participation in the activities of the Society and the carrying out of its objectives, the Board of Directors may, in its discretion, permit or invite representatives of any Society, organization, university or branch thereof, department of a federal, provincial or municipal government or any group to attend any annual or special meeting with the right of such persons to participate in discussions and serve on committees but without the right to vote or hold office.

**9.02.01** The Board of Directors shall meet at least bi-annually or more often as may be determined by the Board of Directors.

**9.02.02** The Board of Directors shall be entitled to conduct meetings of the Board of Directors by telephone or any other method as may be allowed pursuant to the Corporation's Act, as amended.

**9.03.01 Special Meeting:**

**9.03.02** Special meetings of the members of the Society may be called by the President of the Board of Directors, by four members of the Board of Directors, or by any 20-voting members. Notice of the meeting must be given to all voting members at least 14 days before the announced time of the Meeting. Such notice shall state the business to be transacted at such meeting. No other business but that specified in the notice may be transacted at a special meeting.

**9.04.01 Vote at a Meeting:**

**9.04.02** At all meetings, every question shall unless otherwise required by the bylaws, be decided by a majority of the voting members who are present in person or by proxy. If the vote is by proxy, it shall be in writing and shall be filed with the Secretary no later than Forty-eight (48) hours before the meeting for which the proxy is to be used. Each voting member shall be entitled to one vote.

**9.04.03** Every question shall be decided in the first instance by a show of hands, and unless a poll be demanded, the declaration by the Chairman of the meeting that the resolution has been carried or not carried, or that it has been carried or not carried by any particular majority and an entry to that effect into the minutes of the meeting shall be sufficient evidence of the fact without further proof of the number or proportion of votes recorded in favour of or against such resolution.

**9.04.04** If a poll is demanded and not withdrawn the same shall be taken in such manner as the Chairman directs and the question shall be decided by a majority of votes cast and the results shall be deemed to be the decision of the meeting.

**9.04.05** In the case of an equality of votes either upon a show of hands or upon a poll the Chairman of the meeting shall be entitled to the deciding vote.

**9.05.01 Policy Resolutions:**

**9.05.02** No resolution dealing with a matter of policy shall except with the unanimous consent of all voting members present, be placed on the agenda of any AGM unless it has been first considered and recommended by the Board of Directors for discussion.

**9.05.03** Subject to Section **9.05.04**, in the event of any question arising as to whether a subject involves a matter of policy, the question shall be decided by a simple majority of the voting members present.

**9.05.04** A two thirds vote of members present at a meeting shall be required for the adoption of a resolution involving a matter of policy.

**9.05.05** If a special meeting has been called by twenty voting members who are not members of the Board of Directors, resolutions relating to the agenda may be adopted without the prior approval of the Board of Directors.

#### **ARTICLE X – AUDITORS**

**10.01.01** The auditor shall be appointed at the annual meeting to hold office until the next annual meeting or until his successor is appointed.

**10.01.02** The auditor shall have the rights of access at all times to all records, document, books, accounts and vouchers of the Society, such information and explanations as may be necessary for the performance of the duties of auditor.

**10.01.03** The auditor shall report to the members on the financial statement of the Corporation.

#### **ARTICLE XI – FINANCIAL**

**11.01.01** All monies raised or received by the Society shall be the property of the Society and shall be utilized in such a manner as in the opinion of the Board of Directors is most desirable and necessary for carrying out the objectives of the Society.

**11.01.02** At each annual meeting there shall be tabled:

- (a) The financial statement of the Society for the year ended April 30th immediately prior to such meeting; and
- (b) The report of auditors thereon.

##### **11.02.01 Banking:**

**11.02.02** The banking business of the Society, or any part thereof, may be transacted with such chartered bank of Canada, trust company or other firm or corporation carrying on banking business as the Board of Directors may designate, appoint or authorize from time to time, by resolution, and all such banking business or any part thereof shall be transacted on the Society's behalf by one or more officers and/or other persons as the Board of Directors may designate, direct or authorize from time to time, by resolution, and to the extent therein provided, including, but without restricting the generality of the foregoing; the operation of the Society accounts; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for payment of money; the giving of receipts for and orders relating to the property of the Society; the execution of any agreement relating to such banking business and defining the rights and powers of the parties hereto; and authorizing of any officer of such banker to do any act or thing on the Society's behalf to facilitate its banking business.

**11.02.03** Deeds, transfers, assignments, contracts and obligations made on behalf of the Society may be signed by any two members of the Board of Directors and the corporate seal shall be affixed to such instruments requiring same.

**11.02.04** The Board of Directors of the Society may, from time to time:

- (a) Borrow money upon the credit of the Society in such amounts and upon such terms as may be deemed necessary;

- (b) Issue bonds, debentures, debenture stock or other like liabilities of the Society, whether constituting a charge on the property of the Society or not, for such amounts and upon such terms as may be deemed expedient, and pledge or sell the same for such sums and at such prices as the Board of Directors may determine;
- (c) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Society, present or future, including book debts and unpaid calls, rights, powers, franchises and undertakings to secure any such bonds, debentures, debenture stock or other like liabilities or any money borrowed or other debt of the Society;
- (d) Funds not required for a predictable period of time may be used to purchase bonds, guaranteed investment certificates, preferred shares, managed equity companies or other instruments considered most likely to be safe investments for the Society money, provided that the investment is made pursuant to a resolution of the Board of Directors, ratified by the AGM at its next meeting and done in accordance with the Corporation's Act.

## **ARTICLE XII – COMMITTEES**

**12.01.01** The Board of Directors shall create such committees as shall be determined necessary, from time to time, and shall provide such directions to such committees as shall be necessary. The President of the Board of Directors shall be an ex-officio member of all Board of Directors Committees and such committees shall report to the President of the Board of Directors.

**12.01.02** The Board of Directors shall appoint the chairs of the committees established by it, with the exception of the Chair of the Associate Members Committee, who shall be elected by the Associate Members..

**12.01.03** The Chair of a Committee may, subject to the approval of the Board of Directors, appoint members of their committees.

**12.01.04** Each Committee chair shall prepare a written report to be distributed to the membership on the activities of the Committee in the year subsequent to the last annual meeting.

**12.01.05** Each chair will re-evaluate the terms of reference for the Committee determined by the Board of Directors and submit them to the Board for approval. Changes may be made by subsequent chairs with the agreement of the Board.

**12.01.06** Chairs will develop a budget for meetings, teleconferences, office supplies, etc. which must be submitted to the Board of Directors for approval. The Treasurer of the Society will disburse the expenses on receipt of invoices within the limits of an approved budget, or as determined by resolution of the Board of Directors.

**12.02.01** Minutes of Committees of the Society are received by the Board of Directors for information only. Recommendations of Committees of the Society requiring adoption by the Board of Directors or general membership should be the subject of a separate report by the Committee chairman.

**12.02.02** When a Committee report contains recommendations which require adoption by the Board of Directors Committee the members of the Committee shall be entitled to attend the meeting of the Board of Directors at which the report is submitted and speak to it.

**12.03.01 Nominating Committee:**

The Chairman will whenever possible be the immediate Past President of the Society. The members shall be the President,, the Vice-President General Members, The Vice-President Associate Members the general member at Large, General Members and the Member at Large, Associate Members of the Board of Directors.

**12.03.03** The Nominating Committee shall:

- (a) Nominate a slate of officers and present it to the Board of Directors Committee for presentation to the AGM;
- (b) Nominate one general and one associate member for the Membership Committee for presentation to the AGM;
- (c) Recommend to the Board of Directors Committee the names of Chairman of standing, special and ad hoc Committees.

**12.04.01 Education Program Committee:**

**12.04.02** The Chair of the Education Program Committee shall hold the position preferably for a period of at least two years and shall be a general member.

**12.04.03** The Chair, Associate Members Committee shall be a member of the Education Program Committee.

**12.04.03** The choice of a sequential selection of appropriate topics for symposia will be determined by the Chairman of the Education Program Committee after consultation with and the approval of the Board of Directors.

**12.05.01 Membership Committee:**

**12.05.02** The Chair of the Membership Committee will usually be the Vice-President, General Members of the Society. Other Committee members will include Vice –President, Associate Members, the Secretary, the Member-at-large, General Members, the Member-at-Large Associate Members and one member elected at the AGM.

**12.05.03** The Committee will recommend to the Board of Directors a reasonable fee for the processing of applications for membership.

**12.05.04** The Committee will examine all applications for membership, and make recommendations to the Board of Directors.

**12.05.05** The Committee will establish and disseminate to all members Practice Guidelines which shall first be ratified by the Board of Directors

**12.05.06** The Committee will request from all members any materials necessary on a one time or annual basis to determine whether the Member is adhering to the Practice Guidelines. Failure to provide such materials will result in a recommendation to the Board of Directors for termination of Membership.

**12.05.07** Failure of the submitted materials in **12.05.06** to conform to the Practice Guidelines in **12.05.05** will result in the Member being reported to the Board of Directors by the Membership

Committee. The report will ordinarily recommend termination of membership unless there are extenuating circumstances acceptable to the Membership Committee.

**12.05.08** The Membership Committee will prepare a special report for the Board of Directors on an annual basis, after review of all applications for membership, and after review of all materials regarding Practice Guidelines, prior to the last Board of Directors meeting prior to the AGM. The report will list those recommended for admission or continuing admission to the different categories of Membership and will list those recommended for Termination of Membership together with supporting documentation. This report will be in addition to the Committee report required to be prepared for the AGM.

### **ARTICLE XIII – INDEMNIFICATION**

**13.01.01** No Board member shall be liable for the acts, receipts, neglects or defaults of any other Board member or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired for or on behalf of the Society or for the insufficiency or deficiency or any security in or upon which any of the monies of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation, including any person, firm or corporation with whom or which the monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Society or for any loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office, trust or in relation thereto unless the same shall happen through his own wrongful and willful act or through his own wrongful and willful neglect or default. The Board of Directors Members for the time being of the Society shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Society, except such as shall have been submitted to and authorized or approved by the Board .of Directors If any Board member of the Society shall be employed by or shall perform services for the Society otherwise than as a Board member or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Society, the fact of his being a member of the Board of Directors or an officer of the Society shall not disentitle such Board of Directors Member or officer or such firm or company as the case may be from receiving proper remuneration for such services.

**13.01.02** Every Board of Directors Member or officer of the Society or other person who has undertaken or is about to undertake any liability on behalf of the Society and their heirs, executors and administrators, and estate and effects, respectively, 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 which each such Board of Directors Member, officer or other person sustains or incurs in or about any action, suit or proceeding that 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, in or about the execution of the duties of his office or in respect of any such liability;
- (b) All other costs, charges and expenses that 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 own willful neglect or willful default.

**13.01.03** The Society shall maintain for the benefit of the members of the Board of Directors, officers, or other employees and agents, of the Society sufficient insurance to protect the aforementioned persons from personal loss arising out of any action taken against such persons by a third party for actions as contemplated by this By-law.

#### **ARTICLE XIV – MISCELLANEOUS**

##### **14.01.01 Notices:**

**14.01.02** Any notice, communication or other document to be given by the Society, a member, officer or auditor of the Society shall be sufficiently given if delivered personally to the person to whom it is to be given or delivered to his last address as recorded on the membership roll of the Society or if posted by prepaid, ordinary mail or airmail, in a sealed envelope addressed to him at his last address as recorded on the membership of the Society, or if sent by means of telex, wire or wireless, or any other form of transmitted or recorded communication. The Secretary may change the address on the membership roll of the Society in accordance with any information believed by him to be reliable. A notice, communication or document so delivered shall be deemed to be given when it is delivered personally, or at the address aforesaid; and a notice, communication or document so posted shall be deemed to have been given when deposited in a post office or public letter box; and notice sent by means of telex, wire or wireless, or any other form of transmitted or recorded communication, shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

**14.01.03** In computing the date when notice must be given, the date of giving the notice and the date of the meeting or other event shall be excluded.

**14.01.04** The accidental omission to give any notice to any member, officer or auditor or the non-receipt by any member, officer or auditor of the Corporation or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

**14.01.05** Members of the Board of Directors, the members of the Society, officers or auditors of the Society may waive any notice required to be given under any provisions of this by-law or of the Corporation's Act and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any defect in giving such notice.

##### **14.02.01 Change of By-law:**

Notwithstanding any other provisions in this by-law, any meeting of members called to amend, repeal, alter, vary or enact any by-law must be called on at least Thirty (30) days prior notice.

##### **14.03.01 Rules of Procedures:**

Roberts Rules of Order shall govern the organization in all procedural matters not otherwise covered by the Constitution, By-laws or approved procedures of the Society. Notwithstanding any other provisions in this by-law, any meeting of members called to amend, repeal, alter, vary or enact any by-law must be called on at least Thirty (30) days prior notice.

##### **14.04.01 Interpretation:**

**14.04.02** In this by-law, words importing singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter gender; and

words importing persons shall include companies, corporations, partnerships and any number of aggregate persons; "Board" shall mean the Board of Directors, "AGM" shall mean Annual General Meeting.

General Meeting, "Society" shall mean Corporation, and "Corporation's Act" shall mean the Corporation's Act of the Province of Ontario, as amended from time to time, or any Act that may hereinafter be substituted therefore; the word "Article" shall mean the various paragraphs herein.

**AMENDED BY RESOLUTION OF THE BOARD OF DIRECTORS ON THE  
25<sup>th</sup> DAY OF AUGUST, 2005**

Secretary