

**CANADIAN
COLLEGE OF
PHYSICISTS IN
MEDICINE**



**LE COLLÈGE
CANADIEN
DES PHYSIENS
EN MÉDECINE**

The Canadian College of Physicists in Medicine

Bylaw No. 2

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A by-law relating generally to the conduct of the affairs of The Canadian College of Physicists in Medicine hereinafter referred to as CCPM.

ARTICLE I – DEFINITIONS

1.01 Definitions

In this by-law and all other by-laws of the College, unless the context otherwise requires:

- a) “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;
- b) “articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the College;
- c) “board” means the board of directors of the College and “director” means a member of the board;
- d) “by-law” means this by-law and any other by-law of the College as amended and which are, from time to time, in force and effect;
- e) “CCPM” means the Canadian College of Physicists in Medicine
- f) “College” means the Canadian College of Physicists in Medicine
- g) “Fellow” means an individual who has been conferred the distinction of Fellow by the College
- h) “meeting of members” includes an annual meeting of members or a special meeting of members;
- i) “special meeting of members” includes a meeting of any class or classes of members or a special meeting of all members entitled to vote at an annual meeting of members;
- j) “ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- k) “proposal” means a proposal submitted by a member of the College that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- l) “Regulations of the College” means the regulations made by the College, as amended, restated or in effect from time to time;
- m) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time; and
- n) “special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

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

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Corporate Seal

The College may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the treasurer of the College shall be the custodian of the corporate seal.

ARTICLE II – MEMBERSHIP CLASSES

2.01 Membership Classes

Subject to the articles, there shall be one class of members in the College. The board of directors of the College may, by resolution, prescribe the manner by which members may be admitted, and approve the admission of the members of the College. The following conditions of membership shall apply:

2.02 Eligibility and Rights of Members

Member status shall be available only to individuals who:

- a) hold a post-graduate degree from an accredited university or college in an appropriate discipline as defined in the Regulations of the College; and
- b) have appropriate clinically relevant experience in the field of medical physics as defined in the Regulations of the College; and
- c) are certified by the Board to be competent in one or more of the sub-specialties of medical physics as defined in the Regulations of the College; and
- d) have applied and have been accepted by the Board of Directors as Members.

The term of membership of a Member shall be annual, subject to renewal in accordance with the policies of the CCPM.

Each Member is entitled to attend and vote at all meetings of members and each such Member shall be entitled to one (1) vote at such meetings.

Members are entitled to use the designation MCCPM.

2.03 Recertification

Members in the College shall be required to fulfill re-certification requirements as detailed in the Regulations of the College every five years in order to maintain their membership status.

2.04 Notice of Meeting of Members

Notice by mail or electronic means shall be sent at least 30 days prior to the meeting to all members. A notice in the newsletter shall be considered valid providing the newsletter was mailed or transmitted electronically at least 40 days prior to the meeting to each voting member.

2.05 Mail-in or Electronic Ballots

Whenever required by these bylaws, or at option of the Board, pursuant to subsection 171(1) (Absentee Voting) of the Act, Members may vote by mailed-in or electronic ballot if the College has a system that:

- a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- b) permits the tallied votes to be presented to the College without it being possible for the College to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the College to change this method of voting by members not in attendance at a meeting of members.

2.06 Amendments to Eligibility and Rights of Members

Pursuant to subsection 197(1) (Fundamental Changes) 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).

2.07 Fellowship

The designation of Fellow of the Canadian College of Physicists in Medicine is an honourable distinction bestowed by the College upon individuals who have demonstrated excellence in the practice of medical physics and fulfilled other professional requirements as determined by the Board from time to time. Fellows are entitled to use the designation FCCPM

ARTICLE III – MEMBERSHIP FEES, TERMINATION AND DISCIPLINE

3.01 Fees

Examination fees and annual membership fees shall be set by the Board.

Members shall be notified in writing of the fees at any time payable by them and, if any are not paid within three (3) months after the renewal date, the members shall be declared in default and subject to late fees in addition to the outstanding fees.

If the outstanding fees are not paid within six (6) months after the renewal date, the members shall cease to be members of the College.

3.02 Termination of Membership

A membership in the College is terminated when:

- a) the member falls more than six months in arrears in payment of the annual registration fee;
- b) the member dies;
- c) sufficient evidence has come to light that the individual is judged to be professionally incompetent or ethically unacceptable as deemed by the statement “CCPM Code of Ethics”
- d) the individual fails to obtain re-certification in his/her declared subspecialty
- e) a member fails to maintain any qualifications for membership described in Section 2.02 of these bylaws;
- f) the member resigns by delivering a written resignation to the Registrar of the College in which case such resignation shall be effective on the date specified in the resignation;
- g) the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
- h) the member’s term of membership expires; or
- i) the College is liquidated or dissolved under the Act.

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

3.03 Discipline

The Board may, expel, suspend, or reprimand a member for

- a) engaging in activities that contradict the Code of Ethics as published by the College,
- b) violating any provision of the articles, by-laws, or written policies of the College;
- c) carrying out any conduct which may be detrimental to the College as determined by the board in its sole discretion;
- d) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the College.

In the event that the board determines that a member should be expelled or suspended from membership in the College, 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 College.

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 member, without any further right of appeal.

ARTICLE IV – BOARD OF DIRECTORS

4.01 Board of Directors

The governing body of the College shall be known as "the Board" and shall consist of eight (8) Members of the College.

The board may from time to time and subject to the Act, write, vary, add to, or limit the Regulations of the College in order to achieve the objectives of the College.

4.02 Election and Term

Subject to these bylaws and the articles, any member in good standing may be nominated in accordance with the Regulations of the College established by the Board from time to time and elected by the membership at each annual meeting at which an election of directors is required for a term expiring not later than three (3) years following their election. At the end of their term, directors may stand for, and be re-elected by the voting members to a further three-year term.

Former directors may stand for election by the voting members provided that they have not exercised the office of director for a minimum of three years following the end of their last term.

4.03 Vacancy in Office

Subject to subsections 132 (4) and (5) of the Act, a quorum of directors may fill a vacancy among the directors, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors provided for in the articles or a failure to elect the number or minimum number of directors provided for in the articles. A director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

4.04 Description of Officers

The Board shall elect annually from among themselves, except for the position of Executive Director which shall be appointed by the Board, to serve as the Officers of the College. They shall be the:

- 1) President
- 2) Vice President
- 3) Registrar
- 4) Secretary-Treasurer
- 5) Chief Examiner
- 6) Deputy Chief Examiner
- 7) Executive Director

4.05 Duties of Officers

The President shall preside at all meetings of members and Board meetings and shall call to the attention of the College any matter which affects its interest. He/she shall take action in accordance with the recommendations approved at these meetings. All matters of major policy shall have prior approval of a majority of the Board.

The Vice President shall preside at any meeting of the College from which the President is absent. The Vice President should be prepared to serve as President if requested by the Board.

The Secretary-Treasurer shall:

- (a) Record and distribute the minutes of AGM and Board meetings.
- (b) Undertake the general supervision of the financial affairs of the College.
- (c) Maintain the constitution and bylaws of the College.

The Executive Director, or other title as the Board may determine from time to time, if one is appointed, shall be the chief executive officer of the College and shall be responsible for implementing the strategic plans and policies of the College. The Executive Director shall, attend meetings of the Board in a non-voting capacity and subject to the authority of the board, have general supervision of the affairs of the College.

The powers and duties of all other officers of the College shall be such as the terms of their engagement call for or the board or President requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

4.06 Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of the organization, shall be signed by any two officers or by the Executive Director, if one is appointed, and any one officer. Documents and instruments in writing so signed shall be binding upon the organization without any further authorization or formality. The officers shall have power from time to time by resolution to appoint a member or members on behalf of the organization to sign specific contracts, documents and instruments in writing.

ARTICLE V – MEETINGS OF MEMBERS

5.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the College and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the College 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.

5.02 Quorum

The QUORUM of the Annual General Meeting shall be forty (40) Members.

5.03 Votes to Govern

VOTES on motions are generally not secret except when a member asks for a secret ballot. A simple majority of votes is necessary for the adoption of a motion unless the act or these bylaws otherwise provide.

5.04 Chair of the Meeting

In the event that the President of the board and the vice-President of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

5.05 Rules

The rules contained in the Modern Edition of Robert's Rules of Order shall govern the CCPM in all cases where they are not inconsistent with these bylaws and any special rules of order the CCPM may adopt.

ARTICLE VI - MEETINGS OF THE BOARD

6.01 Number of Meetings

The Board shall meet at least once each year.

6.02 Quorum

The quorum is four directors including at least one officer.

6.03 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Article IX of this by-law to every director of the College provided that, forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each Director.

Notice by mail shall be received at least fourteen (14) days prior to the meeting.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.04 Amendments to Manner of Giving Notice

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the College to change the manner of giving notice to members entitled to vote at a meeting of members.

6.05 Votes to Govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question.

ARTICLE VII - COMMITTEES

7.01 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 the Regulations of the College, or such directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

ARTICLE VIII - FINANCES

8.01 Financial Year End

The financial year of the CCPM shall end on the last day of the calendar year (December 31).

8.02 Banking Arrangements

The banking business of the College shall be transacted at such bank, trust company or other firm or College 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 College and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

8.03 Annual Financial Statements

The College may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the College and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

8.04 Indemnification

- (1) Every director and officer of the College and his or her heirs, administrators, executors and other legal personal representatives shall be indemnified and saved harmless by the College from and on account of:
 - a) any and all liabilities and costs, charges and expenses that he or she sustains or incurs on account of or in respect of any action, suit or proceeding against such person pursuant to anything done or permitted to be done by such director or officer in respect of the execution of the duties of his or her office; and
 - b) any and all other costs, charges and expenses that he or she sustains or incurs in respect of the affairs of the College, except those costs, charges or expenses resulting from willful neglect or default, and except travel expenses not previously sanctioned by the President of the Board.
- (2) Any act done by a director or officer of the College is not invalid by reason only of any defect that is thereafter discovered in his or her election, appointment or qualifications.

ARTICLE IX - METHOD OF GIVING NOTICES

9.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

if delivered professionally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the College or in the case of notice to a director to the latest address as shown in the last notice that was sent by the College in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or

if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or

if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered Professionally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary-Treasurer may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the Secretary-Treasurer to be reliable. The declaration by the Secretary-Treasurer that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the College to any notice or other document to be given by the College may be written, stamped, type-written or printed or partly written, stamped, type-written or printed

9.02 Invalidity of any provisions of this by-law

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

9.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the College has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

ARTICLE X – ENACTMENT, REPEAL AND AMENDMENT OF BYLAWS

10.01 Member Vote

A resolution or a special resolution of the members as the case may be, shall be required to enact, repeal or amend the bylaws.

10.02 Member Proposals

In accordance with the Act, a Member may submit to the College notice of any matter that the Member proposes to raise at a meeting of members and discuss the matter at the meeting. Proposals for changes to the bylaws should be forwarded to the Secretary-Treasurer at least three months before the meeting of members at which it is desired that they be discussed.

The Secretary-Treasurer shall submit any such proposals to all Members by email and/or other communication methods deemed appropriate by the Board, at least two months before the meeting at which they are to be considered, and shall place discussion of these proposals on the agenda of the meeting.

10.03 Ratification

Proposals for bylaw changes shall be discussed at the meeting. Amendments to proposals may be made at the meeting. Any such amendments shall be approved by ordinary resolution of the members in attendance except where a special resolution is required in accordance with the Act. Further to the vote by members in attendance at the meeting, proposals for changes to the bylaws shall require subsequent ratification by a two-thirds majority vote of no less than 15% of the total membership.

Ratification shall be accomplished through an electronic vote to be conducted within 90 days following the meeting of members at which the proposals were discussed. The final wording of the proposed bylaw changes shall be provided by the Secretary-Treasurer to all Members by email and/or other communication methods deemed appropriate by the Board at least 30 days in advance of the voting date. The votes shall be conducted using a method that is secure, and allows only one vote per Member.

ARTICLE XI – DISPUTE RESOLUTIONS

11.01 Dispute Resolution

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the College arising out of or related to the articles or by-laws, or out of any aspect of the operations of the College is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the College as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy may be settled by a process of dispute resolution as follows:

The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the College) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

The number of mediators may be reduced from three to one or two upon agreement of the parties.

If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the College is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

ARTICLE XII - EFFECTIVE DATE

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 2 of the College, as enacted by the directors of the College by resolution on the **13th** day of **September 2018** and confirmed by the members of the College by special resolution on the **31st** day of **October, 2018**.

Dated as of the **6th** day of **December 2018**.

Nancy Barrett, Executive Director