

GENERAL BY-LAW NO. 1

A by-law relating generally to the conduct of the business and affairs, including the development and administration of the certification and registration of membership, of

The Ontario Society of Cardiology Technologists

(herein called the "Society")

BE IT ENACTED as a by-law of the Society as follows:

1. BOARD OF GOVERNORS

1.01 The property and business of the Society shall be managed by a Board with a minimum of seven (7) and maximum of eleven (11) Board Members. The Board Members are to include the President, Vice-President, and Education Director.

1.02 Every Member of the Board must be a registered Member of the Society in good standing. The President, Vice-President, Education Directors and one other designated Director, shall be known as the Executives of the Board.

1.03 The Board, may, on literature of the Society, be designed as a Board of Governors. The Board may create and delegate such authority, as it deems fit, to a Committee or committees consisting of Members of the Society. Each committee shall elect a Chairperson and a Secretary. The Board shall have the discretion to appoint and remove a committee Member, as it deems fit in accordance with prescribed terms of reference. Such committees can recommend but not change any policy affecting the Membership or operation of the Board.

1.04 POWERS OF THE BOARD

The Board may exercise all such powers of the Society as are allowed by the Business Corporations Act or by the by-laws of the Society as may be exercised by the Members at General meetings.

1.05 The Board shall have the power to authorize expenditures on behalf of the Society, from time to time, and may delegate, by resolution, to an Officer, the right to pay salaries to employees. The Board shall have the power to make expenditures of the purpose of furthering the objectives of the Society. The Board shall have the power to enter into a trust arrangement with a financial institution for the purpose of creating a trust fund in which the capital and interest may be made available to acknowledge any notable contribution to cardiology technology by any person or persons, in accordance with such terms and conditions as the Board may prescribe.

1.06 The Board shall take such steps as they may deem necessary, to enable the Society to receive donations and benefits, for the purpose of furthering the objectives of the Society.

1.07 Only the Board can approve and implement a policy affecting Membership or proposed by-law amendments.

1.08 MEETINGS OF THE BOARD

Time and Place: The Board shall meet at least four (4) times per year.

1.09 Calling of meetings: Meetings of the Board shall be called by the President, or in his/her absence, the Vice-President or in their absence the Education Officer or upon the signed request of any three (3) Officers or Directors.

1.10 Technological advances in long distance communications will allow for such options as a conference call meeting or email meeting or other such types of meetings, as ordered by the President for the sole purpose of discussion and/or resolution of time limited response and urgent business. Each such meeting is to be recorded. All meetings of the Board are to be documented as formal meetings and proper minutes kept.

1.11 Notice: Notice of Board meetings shall be in writing, electronic or otherwise, and distributed to each Board Member not less than fifteen (15) days before the date of the meeting.

1.12 Quorum: Fifty-one (51) % of the voting Board Members in attendance at a meeting shall constitute a quorum.

1.13 CORPORATE SEAL

The Seal of the Society shall be in such form as shall be prescribed by the Board and shall have the words "Ontario Society of Cardiology Technologists" endorsed thereon.

2. OFFICERS

2.01 The Officers of the Society shall be President, Vice President, Treasurer, Secretary, Education Director, CEU Director and Registrar. The positions of Secretary and Treasurer shall not be held by the same person.

2.02 The President shall hold office for a two (2) year term by virtue of election at an Annual General Meeting on an even-numbered year. The President shall have a vote, in the event of a tie, he/she shall exercise his/her power in making the final decision.

2.03 The Vice-President shall hold office for a two (2) year term by virtue of appointment by the Board at the Post-AGM meeting, on an even numbered year. The Vice-President shall be a

current Member of the Board and will assume all duties of the President should the President becomes incapacitated in any way. The Vice-President shall have a vote.

2.04 The Treasurer shall hold office for a two (2) year term by virtue of appointment by the Board on an even numbered year. The Treasurer shall have a vote. A Notice of opportunity will be posted to Members of the Society in good standing on an even numbered year prior to the Annual General Meeting.

2.05 The Secretary shall hold office for a two (2) year term by virtue of appointment by the Board on an odd numbered year. The secretary shall have a vote. A Notice of opportunity will be posted for Members of the Society in good standing on an odd numbered year prior to the Annual General Meeting.

2.06 The Education Director shall hold office for a two (2) year term by virtue of appointment by the Board on an odd numbered year. The Education Director shall have a vote. A Notice of opportunity will be posted for Members of the Society in good standing on an odd numbered year prior to the Annual General Meeting.

2.07 The Registrar shall hold office for a minimum of two (2) year term by virtue of appointment by the Board on an odd numbered year. The Registrar shall have a vote. A Notice of opportunity will be posted for Members of the Society in good standing on an odd numbered year prior to the Annual General Meeting.

2.08 The CEU shall hold office for a two (2) year term by virtue of appointment by the Board on an even numbered year. The CEU Officer shall have a vote. A Notice of opportunity will be posted for Members of the Society in good standing on an even numbered year prior to the Annual General Meeting.

3. DIRECTORS/DIRECTORS AT LARGE

3.01 There may be a maximum of three (3) Directors or Directors at Large at any one time, reporting to the Board. Vacancies can be filled as necessary at the time of the Annual General meeting of the Society. Directors, Directors at Large will oversee committees and special projects as delegated by the Board. Directors will oversee and Chair their committees to carry out the mandate of the assigned task. Directors will not be required to attend Board meetings unless requested but must submit reports to Board as required. A Director, Director at Large has a vote.

4. IDEM: BOARD MEMBERS, OFFICERS, DIRECTORS

4.01 VACANCY

The Office of a Board Member, Officer or Director shall be automatically vacated at the end of his/her designated term.

4.02 A Board Member, Officer or Director shall resign his/her office by delivering a written or electronic resignation to the President of the Society.

4.03 If a Board Member, Officer or Director is unable to carry out his/her duties due to mental health or physical health reasons or if a vacancy shall occur for any reason, it may be filled by a resolution by the Board, which resolution may appoint any Member of the Society in good standing.

4.04 Upon reasonable documented justification, the Board may, by resolution, passed by not less than a two-thirds (2/3) majority vote at a meeting called for the purpose, remove a Board Member, Officer or Director from office.

4.05 Members of the Society who are eligible to vote, may remove a Board Member, Officer or Director by passage of a resolution with a seventy-five (75) % majority vote at a Special Meeting of the Members of the Society or at the Annual General Meeting. Such special majority shall include voting by Members in attendance and represented by a valid proxy.

4.06 A vacancy in the position of the Board Executive shall be filled by a Member of the existing Board, at the time of the vacancy, until the end of the term of Office.

4.07 REMUNERATION

Board Members, Officers, Directors and Committee Members shall not receive any stated remuneration for their services. Any remuneration for expenses incurred by Board Members, Officers, Directors and Committee Members shall, upon proper application, be validated and approved by resolution of the Board.

4.08 Remuneration of any agent or employee of the Society shall be fixed by resolution of the Board. The President, Vice-President and Treasurer hereafter shall be constituted as the "Remuneration and Expenses Committee".

5. MEMBERSHIP IN THE SOCIETY

5.01 For the purposes of this by-law, Voting Members are defined as:

- a) Life Members, or
- b) Registered Members who have paid all current dues and fees and have maintained all of the professional qualifying pre-requisites for a Member in good standing.

5.02 Membership in the society shall be restricted to the following classes:

5.02.01 Registered Member in Good Standing: Being a registered Member who holds a valid certificate of qualification evidencing the successful completion of the Society's certification examination (or equivalent certification as solely determined by the National Board) and who has satisfied all pre-requisites, established by the Board including but not limited to the full payment of all applicable Membership dues and CEU submissions. A registered Member in good standing has the right to vote at a Members meeting, may be elected to the Board and may be appointed to an office of the Society.

5.02.02 Registered Member not in Good Standing: Being a registered Member holding a valid certificate of qualification evidencing the successful completion of the Society's certification examination (or equivalent certification as solely determined by the National Board), but who has not satisfied all pre-requisites established by the Board including but not limited to the full payment of all applicable Membership dues and CEU submissions. A registered Member not in good standing has no right to vote at a Members meeting, may not be elected to the Board, nor be appointed to an office of the Society. A registered Member, who has been suspended shall be deemed to be of this class of Membership pending the lifting of the suspension.

5.02.03 Inactive Member: Being any person who the Board may admit as qualified and has paid all applicable Membership dues and CEU submissions, but who has self-declared that he/she is not actively working in the field. Inactive Members do not have the right to vote and may not be appointed to an office of the Society. Such Members may initiate the change their status by notifying the Society in writing; thereafter the Board shall exercise its discretion to admit such Member as a registered Member in good standing, which change in status will take effect the year following notification.

5.02.04 Life Members: Being a registered Member who is recognized for professional contribution to the Society and approved by the Board. A Life Member has all of the privileges of a registered Member in good standing.

5.03 CSCT Membership cards are the property of the CSCT Society. That Society maintains the right to recall any Membership card.

6. TERMINATION OF MEMBERSHIP IN THE SOCIETY

6.01 Resignation by any Member shall be effective upon acceptance of written or electronic notice to the Society.

6.02 After due process, the Board may terminate the membership of any Member for unprofessional conduct or reasonable cause, provided reasonable notice and opportunity for a hearing has been given to the Member, as prescribed in this by-law.

6.03 Any Member who ceases to be a Member by reason of resignation, expulsion, default in payment of dues or any other reason, shall forfeit all rights, claims and interests associated with Membership in this Society.

7. DISCIPLINE

7.01 The Board shall hear all disciplinary matters regarding accusations of unprofessional conduct, professional misconduct or conduct unbecoming a Member. The Board shall appoint a Discipline Committee which shall conduct a hearing in respect of any of the aforesaid accusations. Following the hearing, the Discipline Committee shall render a written report of its findings and submit the same to the Board. The Board shall make a final written decision.

7.02 The Discipline Committee shall consist of three (3) registered Members of the Society in good standing and who are and have been practising as a Cardiology Technologist for the last five (5) consecutive years.

7.03 When a Member of the Society is found guilty of unprofessional conduct, professional misconduct or conduct unbecoming a Member, the Board may by resolution:

- 7.03.01 Cause the name of that Member to be removed from the Registrar;
- 7.03.02 Suspend the Member for a period, not in excess of two (2) years;
- 7.03.03 Allow the certification of the Member to remain, subject to conditions imposed by the Board, or;
- 7.03.04 Reprimand the Member.

7.04 DISCIPLINE PROCEDURES

Where an inquiry and hearing into the conduct of a Member is deemed advisable by the Board, notice shall be served upon that Member whose conduct is the subject of inquiry at least thirty (30) days before the date of the hearing by the Discipline Committee.

7.05 The notice shall embody a copy of the charge or charges and a statement of the subject matter related to the charge or charges made against the Member. The notice shall specify the date, time and location of the hearing.

7.06 The notice shall be served upon the Member personally or may be sent by registered mail, postage prepaid, to the last known address appearing on the Membership register or other records of the Society and with verification of delivery by the Postal Service or by affidavit of the person serving the notice.

7.07 A registered notice sent by mail shall be deemed to have been served on the date when verification of delivery by the Postal Service was obtained.

7.08 The Member whose conduct is the subject of inquiry and hearing is entitled to be represented by counsel or agent. The cost of such representation shall be borne by the Member.

7.09 The hearing of the Discipline Committee shall be held in private unless the Member charged requests a public hearing; the Board may allow a public hearing in its discretion.

7.10 Where the Member whose conduct is the subject of the hearing does not attend, the Discipline Committee may, upon proof of service of the notice in accordance with this section, proceed with the hearing and without further notice and take such action as this by-law authorizes.

7.11 Any hearing of the Discipline Committee may be adjourned by the Chair.

7.12 The Discipline Committee shall accept viva voce evidence and by sworn affidavit as it so determines. The testimony of a witness or witnesses at a hearing shall be taken under oath as administered by any Member of the Discipline Committee. Sworn affidavits shall be accorded the weight deemed appropriate by the Discipline Committee.

7.13 The Member whose conduct is the subject of the hearing shall have the right to cross-examine a witness or witnesses and to call evidence in defense and reply.

7.14 All evidence submitted to the Discipline Committee shall be reduced to writing, shorthand or mechanical recording. All evidence submitted to the Discipline Committee together with all reports, orders and other papers on which the Discipline Committee has acted, are to be preserved.

7.15 Witnesses shall be entitled to such monetary allowance for their appearance as determined by the Board.

7.16 For the purposes of a hearing of the Discipline Committee, a certified copy of a conviction or convictions of any person of any crime or offence, under the Criminal Code, or any other statute, under the hand of the convicting Magistrate, Judge or Justice of the Peace or under the hand of the clerk of the Policy Court or Magistrate's Court, is conclusive evidence that that person has committed the crimes or offences stated therein, unless it can be shown that the conviction has been quashed or set aside.

7.17 At the conclusion of the hearing, the Discipline Committee shall make a written report with recommendations in respect of the subject of the hearing. The Board shall receive the said report and shall make a written decision which may suspend or cancel the membership of the Member, or make any other order or decision in connection with the Member as it deems appropriate pursuant to this section.

7.18 The decision of the Board shall in every instance be embodied in a formal order of the Board. This order shall be served as provided in this section.

7.19 The Discipline Committee, may, for the purpose of execution of its duties under this by-law or regulations, employ, at the expense of the Society, such legal or other assistance as it deems necessary or proper.

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

7.21 The Board shall have the power to charge or reimburse any Member of the Society for costs incurred in connection with the hearing or with any disciplinary action which, in the discretion of the Board, is considered warranted.

7.22 No person, firm or corporation shall have the right of action or claim against the Board or Discipline Committee for anything done under this by-law or the regulations.

7.23 Subsequent to the Board taking disciplinary action pursuant to this section, the Board on such grounds as it deems sufficient, may cause the name of the Member removed from the register (either by erasure or by virtue of suspension) to be restored at its discretion. Where the Member is restored to the register of the Society, such restoration may be subject to such terms and conditions as the Board may prescribe.

8. EXAMINATIONS

8.01 The Ontario Society of Cardiology Technologists shall set and/or qualify such examinations that will reflect the current required educational standards as approved by the Board of Governors of the Ontario Society of Cardiology Technologists.

9. DUES AND FEES

9.01 The Membership Dues shall be determined annually by the Board and approved by the voting Members of the Society at the Annual General Meeting of the Society. Any fees may be determined by the Board alone.

9.02 Any Member who fails to pay his or her annual Dues within thirty (30) days of a demand for same by the appropriate executive officer of the Society, ceases to be a Member of the Society. Such Member may be re-instated upon payment of all Dues, fees and restoration of other such requirements, such as CEUs, as prescribed by the Board.

10. OFFICES

10.01 Head Office: The Head Office of the Society shall be located in the metropolitan area of the city of the current President, in the Province of Ontario. At such place the business of the Society shall from time to time be carried on.

10.02 Registered Office: The Registered Office of the Society, for legal purposes, shall be the office of the Society's corporate lawyers.

10.03 Operating Office: The Operating or Executive Office of the Society shall be the office of the Secretary, as designated by the Board.

11. NON-OFFICE APPOINTED POSTIONS

11.01 Legal Counsel: This position shall be appointed by the Board. The Legal Counsel shall be the custodian of the Seal of the Society; which shall be delivered to such person or persons as may be named in a resolution of the Board .

11.02 Auditor/Accountant: At each Annual General Meeting, the voting Members shall appoint an auditor to audit the accounts of the Society for that year until the next Annual General Meeting and to prepare a report for such period. The report of the auditor shall be presented to the Members of the Society. The remuneration of the Auditor shall be fixed by the Remuneration and Expense Committee, upon approval of the Board.

11.03 The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and these persons shall have the authority and shall perform such duties as shall be prescribed by the Board.

12. MEETING OF THE MEMBERS OF THE SOCIETY

12.01 The Annual General Meeting of the Members of the Society shall be held annually each May at an appropriate venue and time. The Board may change the time and date with appropriate notice to the Membership.

12.02 A minimum of thirty (30) days written or electronic notice shall be given to each Member prior to any annual or specific meeting of Members. Notice of any meeting where special business shall be transacted shall contain enough information to permit a Member to make an informed and reasoned judgement on the decision to be taken or matters to be discussed. Only Members in good standing of the Society are eligible to attend meetings called by the Society unless a special invitation is extended to an individual for purposes specific to that particular meeting.

12.03 Fifty (50) voting Members at such a meeting, in attendance and/or represented by valid proxy, shall constitute a quorum.

12.04 Every Member holding the right to exercise a vote at a meeting of the Members of the Society is entitled to appoint a proxy holder who shall have all the rights, privileges and obligations of such Member at such meeting. An instrument appointing a proxy shall be in writing. A proxy must be deposited with the Registrar twenty-four (24) hours before the scheduled commencement of the meeting of Members, either in person or electronically, otherwise the proxy shall be invalid.

12.05 The Board shall call a special meeting of the Members of the Society upon receipt of a petition calling for such a special meeting signed by at least thirty-five percent (35%) of the registered Members of the Society. The Board itself shall meet to set up the time and place of such special meeting within twenty (20) days of receipt of such petition and shall set the special meeting for a date not later than forty-five (45) days from the date of the said meeting of the Board.

13. ELECTIONS

13.01 All Directors and Directors at Large shall be elected at the Annual General Meeting of the Society.

13.02 All Officer vacancies shall be appointed by the Board, following a notice of opportunity to Members in good standing and subsequent review of applicants. Officers at the end of their term of office, may allow their name to stand for a further term of office without a waiting period.

14. AMENDMENT OF BY-LAWS

14.01 The by-laws of the Society may be repealed or amended by by-law enacted by a majority of Board Members at a meeting of the Board and sanctioned by an affirmative vote of at least three quarters (3/4) of the Members of the Society in good standing, either in person or represented by valid proxy. Such a vote shall take place at the Annual General Meeting of the Society or at a special meeting duly called for the purpose of considering the said by-laws. The enactment, repeal or amendment of by-laws shall not be endorsed or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained. By-law amendments are to be recognized in the existing by-laws by the date of resolution by the Members of the Society and by the date of Ministerial approval.

14.02 At all meetings of the Society, every motion and resolution shall be passed by a majority of votes unless otherwise specifically provided by the Ontario Business Corporations Act or by the by-laws.

15. SIGNATURES AND CERTIFICATION OF DOCUMENTS

15.01 Contracts, documents and any instruments in writing requiring the signature of the Society shall be signed by two of either the President, Secretary, Treasurer or Education Director. All contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Board shall have power from time to time, by resolution, to appoint an Officer or Officers on behalf of the Society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

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

16. FISCAL YEAR AND PAYMENT OF DUES

16.01 The financial year end of the Society is hereby confirmed as December 31 in each year. The Dues period shall be the period commencing January 1st and continuing through December 31st of the same year. Members of the Society, irrespective of category of Membership, shall pay their retrospective dues prior to the end of the Dues period, in each fiscal year, to maintain Membership in good standing of the Society. Those Members who have not paid their dues, through their own neglect, by the end of the dues period ending in any fiscal year shall cease to be Members in good standing of the Society and all privileges pertaining to such Membership shall immediately cease effective at that time unless otherwise ordered by the Board.

17. RULES AND REGULATIONS

17.01 The Board may prescribe such temporary rules and regulations not consistent with this by-law relating to the management and operation of the Society as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual General Meeting of the Members of the Society when they shall be confirmed. In default of confirmation at such Annual General Meeting, these temporary rules and regulations shall cease to have force and effect.

18. EFFECTIVE DATE

18.01 This by-law shall become effective upon receiving Ministerial approval. All previous by-laws of the Society are hereby repealed effective upon this by-law receiving Ministerial approval.

18.02 Presented at the Annual General Meeting of the Society in the city of London, in the Province of Ontario, this 9th day of May, 2015.

President

Vice-President