



Bylaw No. 1

June 23rd, 2021

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BYLAW NUMBER ONE

A by-law relating generally to the conduct of the affairs of the Canadian Organization of Medical Physicists hereinafter referred to as COMP and translated in French to "Organisation canadienne des physiciens médicaux.

ARTICLE I - GENERAL

1.01 Definitions

In this by-law and all other by-laws of the Corporation, 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 Corporation;
- c) "Board" means the board of directors of the Corporation and "director" means a member of the Board;
- d) "by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- e) "CCPM" means the Canadian College of Physicists in Medicine
- f) "COMP" means the Canadian Organization of Medical Physicists/ Organisation canadienne des physiciens médicaux
- g) "Corporation" means the Canadian Organization of Medical Physicists/ Organisation canadienne des physiciens médicaux
- 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 Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- l) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- m) "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 Corporation 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 Corporation shall be the custodian of the corporate seal.

1.04 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 II: MEMBERSHIP

2.01 Membership Classes

Subject to the articles, there shall be five classes of members in the Corporation, namely,

- 1- Full Members
- 2- Associate Members
- 3- Student Members
- 4- Corporate Members
- 5- Retired Members

The Board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by ordinary resolution. The following conditions of membership shall apply:

2.02 Eligibility and Rights of Full Members

Are eligible:

- A) (i) Those who have graduated with a Master's degree or Doctorate in medical physics, a physical science or engineering from an accredited University (in exceptional cases, other qualifications will be considered), and
(ii) who also subscribe to the specific objectives of the COMP, and
(iii) are practicing medical physicists as determined by a review of their membership application by the Board.
- B) Those who are Members or Fellows of the Canadian College of Physicists in Medicine.

Those eligible may become members upon payment of annual dues. The term of membership of a Full Member shall be annual, subject to renewal in accordance with the policies of the COMP.

Each Full Member is entitled to receive notice of, attend and vote at all meetings of members and each such Full Member shall be entitled to one (1) vote at such meetings. Full Members may stand for office.

2.03 Eligibility and Rights of Associate Members

Individuals with interest in the objectives of COMP but are not eligible for any other membership status may apply as Associate Members.

These individuals become Associate Members after approval by the Board and upon payment of Associate Members' annual dues. The term of membership of an Associate Member shall be annual, subject to renewal in accordance with the policies of the COMP.

Associate Members can keep their membership as long as they do not become eligible as Full Members.

Associate Members may be invited to the General Meetings but are not allowed to vote.

2.04 Eligibility and Rights of Student Members

Student Members shall be individuals who are in full time study in a field which would eventually qualify them for admission as Full Members of the association and who in each year submit proof of their student status or individuals who have graduated within the immediate past 12 months.

These individuals become Student Members after approval by the Board and upon payment of Student Members' annual dues. The term of membership of a Student Member shall be annual, subject to renewal in accordance with the policies of the COMP.

Student members may be invited to the General Meetings but are not allowed to vote.

2.05 Eligibility and Rights of Corporate Members

Corporate Members shall be organizations whose interests include the field of medical physics.

These corporations become Corporate Members after approval by the Board and upon payment of the appropriate fee. The term of membership of a Corporate Member shall be annual, subject to renewal in accordance with the policies of the COMP.

Corporate members may be invited to the General Meetings but are not allowed to vote.

2.06 Eligibility and Rights of Retired Members

Retired Members are members who, in the past, were eligible for Full Membership, but by virtue of retirement no longer practice medical physics for remuneration, nor are gainfully employed in another field. The term of membership of a Retired Member shall be annual, subject to renewal in accordance with the policies of the COMP.

Retired members may be invited to the General Meetings but are not allowed to vote.

2.07 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. Where letter ballots are anticipated an additional 30 days shall be required to meet the provisions of Article VIII.

2.08 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, Full Members may vote by mailed-in or electronic ballot if the Corporation 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 Corporation without it being possible for the Corporation to identify how each member voted.

2.09 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).

ARTICLE III - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.01 Membership Fees

The annual fees for membership shall be set by the Board. Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within three months after the membership renewal date, the members shall be declared in default and subject to late fees in addition to the outstanding membership dues. If the outstanding membership dues and fees are not paid within six months after the membership renewal date the members shall cease to be members of the Corporation.

3.02 Termination of Membership

A membership in the Corporation is terminated when:

- a) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b) a member fails to maintain any qualifications for membership described in Section 2.01 of these bylaws;
- c) the member resigns by delivering a written resignation to the Secretary of the Corporation in which case such resignation shall be effective on the date specified in the resignation;

- d) the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
- e) the member's term of membership expires; or
- f) the Corporation 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 Corporation, 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 Corporation,
- b) violating any provision of the articles, by-laws, or written policies of the Corporation;
- c) carrying out any conduct which may be detrimental to the Corporation 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 Corporation.

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

ARTICLE IV: BOARD OF DIRECTORS

4.01 Composition

The property and business of the Corporation shall be managed by a Board of not less than seven (7) and not more than twelve (12) Directors, comprised of:

- One (1) individual who shall be elected as President;
- One (1) individual who shall be elected as Vice-President
- One (1) individual who shall be elected as Secretary
- One (1) individual who shall be elected as Treasurer
- Five (5) individuals who shall be elected as directors at large
- Three (3) additional director-at-large positions that will be filled by election as required.

4.02 Election and Term

Subject to these bylaws and the articles, any member in good standing of the corporation may be nominated in accordance with the rules and regulations established by the Board from time to time and elected by the Members at each annual meeting at which an election of directors is required for a term expiring not later than three years following their election except for the directors elected as President, and Vice-President, respectively, who shall be elected for two-year terms.

At the end of their term, directors may stand for, and be re-elected by the voting members to further two, or three-year terms as the case may be up to a maximum of six consecutive years.

Former directors may stand for election by the voting members provided that they have not exercised the office of director for a minimum of two 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 minimum or maximum number of directors provided for in the articles or a failure to elect the 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 Officers of the Corporation shall be the President, the Vice-President, the Past-President, the Secretary, the Treasurer, and the Executive Director, if one is appointed.

4.05 Duties of Officers

The President shall be the Chief Elected Officer of COMP and shall preside at the Annual General Meeting and at meetings of the Board.

The Vice-President shall, in absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him (her) by the Board.

The Secretary shall act as clerk recording all proceedings in the books / electronic records kept for that purpose. (S)He shall give or cause to be given notice of all meetings of the members and of the Board. (S)he shall also perform such other duties as may from time to time be determined by the Board.

The Treasurer shall have the custody of the corporate seal and of all funds and securities and shall keep full and accurate accounts of receipt and disbursements in books belonging to COMP and shall deposit moneys and other valuable effects in the name and to the credit of COMP and in depositories designated by the Board. (S)He shall disburse the funds of the COMP as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the officers whenever they may require it, an account of all transactions and of the financial position of the COMP. (S)he shall also perform such other duties as may from time to time be determined by the Board.

The Past-President is mainly responsible for matters involving other organizations and shall also perform such other duties as may from time to time be determined by the Board.

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 Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. 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 Corporation.

The powers and duties of all other officers of the Corporation 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 Term

Officers, except for the Executive Director who will serve at the pleasure of the Board, shall serve from the date of their election, or until their successors are elected as follows: the President, Vice-President, and Past President shall serve two (2) year terms; the Secretary, and the Treasurer shall serve three (3) year terms.

4.07 Remuneration

The officers shall serve as such without remuneration and no officer shall directly or indirectly receive any profit from his/her position as such; provided that an officer may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

4.08 Directors – Ceasing To Hold Office

The office of director shall be automatically vacated:

- a) if a director shall resign his/her office by delivering a written resignation to the Secretary of the corporation;
- b) if (s)he is found by a court to be of unsound mind;
- c) if (s)he becomes bankrupt or suspends payment or compounds with his/her creditors;
- d) if at a special General Meeting of members a resolution is passed by 66% of the members present at the meeting that (s)he be removed from office;
- e) on death;

ARTICLE V – MEETINGS OF THE 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 Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

5.02 Quorum

The QUORUM of the Annual General Meeting is 10% of the Full 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 Past-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 COMP in all cases where they are not inconsistent with these bylaws and any special rules of order the COMP may adopt.

ARTICLE VI: MEETINGS OF THE BOARD

6.01 Time and Place

Meetings of the Board may be held at any time and place as determined by the President of the Board, the –Vice-President of the Board or any two (2) directors at any time. There shall be at least one (1) meeting per year of the Board of Directors.

6.02 Quorum

The quorum of a Board meeting is 50% of the directors plus one.

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 Corporation provided that, forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each Director.

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 Corporation 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 such regulations or 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 COMP shall end on the last day of the calendar year (December 31).

8.02 Banking Arrangements

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

8.03 Annual Financial Statements

The Corporation 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 Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

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 Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation 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 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 Treasurer to be reliable. The declaration by the 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 Corporation to any notice or other document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten 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 Corporation 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 – DISPUTE RESOLUTIONS

10.01 Dispute Resolution

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation 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 Corporation 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 Corporation) 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 Corporation 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 XI - AMENDMENTS

11.01 – Bylaws

Unless the articles, the by-laws or a unanimous member agreement otherwise provides, the directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the corporation, as referred to in Part 10 subsection 152 of the Act, except in respect of matters referred to in subsection 197(1).

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. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the **5th day of July, 2013** and confirmed by the members of the Corporation by special resolution on the **20th day of September, 2013**.

Nancy Barrett, Executive Director

REVISED: 14 JULY 2017

REVISED: 23 JUNE 2021

REVISION HISTORY

14 July 2017

Article III 3.01: The membership agreed at the 2017 AGM to entrust the Board with the responsibility of setting the annual membership dues.

23 June 2021

Article IV 4.01: The membership agreed at the 2021 AGM to removing the CCPM Board representative as a director at large and adding a third additional director-at-large position to be filled by election as required.