



**THE SOCIETY OF GYNECOLOGIC ONCOLOGY OF CANADA
LA SOCIÉTÉ DE GYNÉCO-ONCOLOGIE DU CANADA**

Bylaws

Last Revised May 1, 2009

ARTICLE 1 – NAME

The name of the corporation is The Society of Gynecologic Oncology of Canada – La Société de gynéco-oncologie du Canada, hereinafter sometimes referred to as “Society” or “GOC”.

ARTICLE 2 - GOALS AND OBJECTIVES

The goals and objectives of The Society of Gynecologic Oncology of Canada are:

- to improve the care of patients with gynecologic cancer;
- to advance knowledge and improve the standards of education and practice in gynecologic oncology;
- to encourage research in gynecologic oncology; and
- to cooperate with other organizations and individuals interested in oncology.

ARTICLE 3 – OFFICIAL SEAL

The Society of Gynecologic Oncology of Canada shall have a seal in the form adopted by the Executive Council. The seal shall be kept at the head office. The Secretary-Treasurer shall be responsible for the safekeeping of the official seal.

ARTICLE 4 – MEMBERSHIP CATEGORIES, QUALIFICATIONS, RIGHTS, PRIVILEGES & OBLIGATIONS

The Society shall consist of Active, Associate, International, Resident, Provisional, Emeritus and Honourary members.

Active Member

Section 1 - To be eligible for active membership, an individual must be a gynecologist, a medical oncologist, a radiation oncologist, or a pathologist trained or certified in Canada (or equivalent as determined by Council) who has completed additional formal training in gynecologic oncology. He/she must also be a member of a Division of Gynecologic Oncology or formal cancer program which offers comprehensive cancer treatment, including radical pelvic surgery, radiation and chemotherapy.

Section 2 - All active members will enjoy the rights and privileges of membership as defined in the Bylaws including those of voting, holding office and membership on committees.

Section 3 - Active members are expected to attend the regular meetings of the Society including the Annual Business Meeting. Active members who for three consecutive years fail to attend at least one Continuing Professional Development Meeting, Annual Clinical Meeting or Annual Business Meeting will cause action to be taken by the Executive Council to terminate the individual's membership, unless hardship or extenuating circumstances can be shown.

Associate Member

Section 1

A. Associate Member Category 1

To be eligible for associate membership category 1, an individual must be a duly recognized physician who is deemed to commit a majority of his/her professional time to the advancement of gynecologic oncology but would not be eligible for active membership.

B. Associate Member Category 2

To be eligible for associate membership category 2, an individual must be a nurse, allied health professional or a scientist who is deemed to commit a majority of his/her professional time to the advancement of gynecologic oncology but would not be eligible for active membership.

C. Associate Member Category 3

To be eligible for associate membership category 3, an individual must be a resident registered in a sub-specialty training program (fellow-in-training) in gynecologic oncology including Surgical, Radiation or Medical Oncology and Pathology.

Section 2 - All associate members will enjoy the rights and privileges of membership as defined in the Bylaws including those of voting and membership on committees and may hold office in the Society with the exception of the President, President-Elect and Secretary-Treasurer positions.

Section 3 - Associate members are expected to attend the regular meetings of the Society including the Annual Business Meeting. Associate members who for three consecutive years fail to attend at least one Continuing Professional Development Meeting, Annual Clinical Meeting or Annual Business Meeting will cause action to be taken by the Executive Council to terminate the individual's membership, unless hardship or extenuating circumstances can be shown.

International Member

Section 1 - To be eligible for international membership, an individual must practice outside of North America and must:

- (i) have successfully completed additional formal training in gynecologic oncology, medical oncology or radiation oncology in Canada (or equivalent as determined by Council);
- (ii) be recognized by his/her peers as having expertise in the discipline; and
- (iii) be engaged in the practice of gynecologic oncology in his/her centre outside of North America. This practice shall be within an organized program of gynecologic oncology which offers comprehensive cancer treatment including radical pelvic surgery, radiation and chemotherapy. (It is noted that the organizational structure in jurisdictions outside of North America may vary).

Section 2 - All international members will enjoy the rights and privileges of membership as defined in the Bylaws including those of voting and membership on committees and may hold office in the Society with the exception of the President, President-Elect and Secretary-Treasurer positions.

Section 3 - International members are expected to attend regular meetings of the Society including the Annual Business Meeting. International members who for five consecutive years fail to attend at least one Continuing Professional Development Meeting, Annual Clinical Meeting or Annual Business Meeting will cause action to be taken by the Executive Council to terminate the individual's membership, unless hardship or extenuating circumstances can be shown.

Resident Member

Section 1 - To be eligible for resident membership, an individual must be enrolled in a recognized postgraduate training program in Obstetrics and Gynaecology, Medical Oncology, Radiation Oncology, or Pathology.

Section 2 – Resident members shall enjoy the rights and privileges of membership as defined in the Bylaws excluding those of voting and holding office. They may serve on committees as non-voting members.

Section 3 - Resident members are encouraged to attend the meetings of the Society.

Provisional Member

Section 1 - To be eligible for provisional membership, an individual's membership application must have been approved by the Membership Committee.

Section 2 – Provisional members shall enjoy the rights and privileges of membership as defined in the Bylaws excluding those of voting, holding office and membership on committees.

Section 3 – Provisional membership shall terminate at the conclusion of the Annual Business Meeting at which the applicant's nomination is voted on by the membership.

Emeritus Member

Section 1 - To be eligible for emeritus membership, the individual must be at least 65 years of age, a member in good standing of the Society and have retired from his/her practice of gynecologic oncology.

Section 2 – Emeritus members shall enjoy the rights and privileges of membership as defined in the Bylaws excluding those of voting and holding office. They may serve on committees as non-voting members.

Section 3 - Emeritus members are encouraged to attend meetings of the Society and will receive correspondence pertaining to the functions of the Society.

Honourary Member

Section 1 - To be eligible for honorary membership, an individual must have made a significant contribution in the field of gynecologic oncology.

Section 2 – Honourary members shall enjoy the rights and privileges of membership as defined in the Bylaws excluding those of voting and holding office. They may serve on committees as non-voting members.

Section 3 - Honourary members are encouraged to attend meetings of the Society and will receive correspondence pertaining to the functions of the Society.

ARTICLE 5 – NOMINATION, PROVISIONAL MEMBERSHIP AND ELECTION OF MEMBERS

Active, Associate, International and Resident Members

Section 1 - Nominations for active, associate and international membership may be made by any member in good standing of the Society and must be endorsed by a second member in good standing. Nominations must be submitted on the Society's membership application form, be accompanied by the candidate's current curriculum

vitae and sent to the Chairperson of the Membership Committee no later than May 1st of the year in which the nomination is to be considered.

Section 2 - Nominations for resident membership may be made by any member in good standing of the Society and must be endorsed by the Department Chair or Postgraduate Program Director of the training program in which the nominee is enrolled. Nominations must be submitted on the Society's membership application form, be accompanied by the candidate's current curriculum vitae and sent to the Chairperson of the Membership Committee no later than May 1st of the year in which the nomination is to be considered.

Section 3 – All nominations will be reviewed by the Membership Committee at least one month prior to the next meeting of the Executive Council. All nominations recommended by the Membership Committee for acceptance and also those considered by the Committee to be inappropriate for membership will be submitted by the Chairperson of the Membership Committee to the Executive Council not less than one month prior to the meeting of Executive Council that precedes the Annual Business Meeting of that year. Nominations considered incomplete will be returned to the nominator. Executive Council will review each completed nomination and the recommendations of the Membership Committee. All those satisfying criteria for membership will be presented to the Society at the next Annual Business Meeting for a vote.

Section 4 – In the interim, between approval by Executive Council and presentation at the next Annual Business Meeting, those nominations accepted by Executive Council will be granted provisional membership.

Section 5 –Notification of provisional membership will be made in writing to the nominee by the Chairperson of the Membership Committee. Provisional members shall be eligible, upon payment of dues, to receive all benefits of membership excluding those of voting, holding office and serving on committees.

Section 6 - A nominee whose name is not presented to the membership for a vote or who is not elected by vote of the membership at the Annual Business Meeting may be nominated for membership by the procedure set forth in this Article in any two subsequent years. An individual who is nominated for membership three times and who is not elected to membership shall thereafter be eligible for subsequent nomination for membership in the Society only under circumstances which address the reason(s) for the previous nominations to have been declined. Such eligibility will be the call of the Membership Committee Chairperson.

Honourary Members

Any individual may be nominated to honorary membership by a majority of the Executive Council. The proposer must submit the nominee's credentials to the Secretary-Treasurer at least two months prior to the next meeting of the Executive Council. Executive Council will review each nomination and those approved will be presented to the membership at the next Annual Business Meeting for a vote.

Emeritus Members

Any member may request, upon attaining the age of 65 and retirement from gynecologic oncology practice, transfer to emeritus status. The member's request shall be made in writing by May 1st to the Chairperson of the Membership Committee who will review the request and make its recommendation to Executive Council. The membership will be informed of the change of status at the next Annual Business Meeting.

ARTICLE 6 - DUES, FEES AND ASSESSMENTS

Annual membership dues

Annual dues shall be determined by Executive Council for each fiscal year. Active, associate, international and resident members must pay their dues according to these Bylaws. Dues for provisional members will be pro-rated

from the date of acceptance to the next Annual Business Meeting. There are no annual dues payable for emeritus and honorary members.

Registration fees

Registration fees for members and non-members attending meetings shall be determined by the Executive Council.

Assessments

Executive Council, with the approval of the majority of members as determined by vote at a regular or special meeting, may, from time to time as deemed necessary, impose an assessment upon the membership to obtain funds for a special purpose.

ARTICLE 7 - TERMINATION OF MEMBERSHIP

Section 1

Non-payment of dues

Active, associate, international and resident members who fail to pay annual dues, fees for meetings or assessments of the Society, or assessments within 6 months after they become due shall be given notice of the delinquency. Failure to respond to this notice will result in the termination of membership by Executive Council.

Any individual whose membership has been terminated for reasons of fees and/or dues delinquency may reapply for membership once the delinquency has been rectified.

Resignation

Any member who wishes to resign from the Society may do so in writing to the Secretary-Treasurer of the Society. The membership shall terminate at the end of the membership fiscal year or on the date we receive the request from the member, whichever comes first. There will be no refund of dues.

Expulsion

Any member may be removed from the membership by an affirmative vote of at least two thirds (2/3) of the members of Executive Council provided that the reasons for this action have been sent by registered mail to the member at the address listed with the Society at least 60 days prior to Executive Council taking a final vote. No member may be expelled from the Society until the member has had extended to him/her the privilege of appearing before the Executive Council.

Due cause for such removal may include the loss of licence to practice their profession related to professional misconduct, or the member's slanderous behavior or behavior which casts discredit upon the profession detrimental to the reputation or interest of the Society.

Section 2 - All rights, powers, privileges, obligations or duties of a member of the Society shall cease on the date of notification of termination of his/her membership

Section 3 - Any liability to the Society incurred or arising prior to termination of membership whether voluntary or not continues until such liability is discharged. There will be no refund of dues.

ARTICLE 8 - RECORD OF MEMBERSHIP

Section 1 - The Secretary-Treasurer shall keep a roll of the membership. This membership roll will be published in conjunction with the Annual Business Meeting and will be available to all members.

Section 2 - The membership roll will be revised following each Annual Business Meeting by the Secretary-Treasurer. The Chairperson of the Membership Committee will submit all completed applications for membership to the Secretary Treasurer as per Article 5 of these Bylaws.

Section 3 - The membership roll of the Society will be made available to other national and international organizations as deemed appropriate by Executive Council. The names of the Officers of the Society will be sent annually to the Society of Obstetricians and Gynaecologists of Canada (SOGC), the Association of Professors of Obstetrics and Gynaecologists of Canada (APOG), the Royal College of Physicians and Surgeons of Canada (RCPSC), the Association of Obstetricians and Gynaecologists of Québec (AOGQ), the International Gynecologic Cancer Society (IGCS), the Society of Canadian Colposcopists (SCC), the Federation of National Specialty Societies of Canada (FNSSC) and the Society of Gynecologic Oncology (SGO).

Section 4 - A change in membership category will automatically occur upon the Society receiving official notification of any of these events:

- Completion of fellowship training program
The membership category of a resident (fellow-in-training) who has successfully completed his/her gynecologic oncology training program will change to active or international, whichever applies. All rights, privileges and obligations applicable will be those of the new category.
- Completion of residency
The membership category of a resident who has successfully completed his/her obstetrics and gynecology training who proceeds to enroll in a subspecialty training program in gynecologic oncology will change to associate member category 3 (fellow-in-training). All rights, privileges and obligations applicable will be those of the new category.

The membership of a resident who has completed his/her obstetrics and gynecology training who does not enroll in a subspecialty training program in gynecologic oncology shall cease. The resident may apply to the Chairperson of the Membership Committee for special consideration to retain his/her membership.

- Change in location of practice
An active member who begins practice outside of North America will cause the membership category to change to international. All rights, privileges and obligations applicable will be those of the new category.

An international member who begins practice in North America will cause the membership category to change to active. All rights, privileges and obligations applicable will be those of the new category.
- A provisional member who is voted-in at the Annual Business Meeting will cause the membership category to change to that which has been approved by the members of the Society.

ARTICLE 9 – MEETING OF MEMBERS

Section 1 - There will be an Annual Business Meeting of the members of the Society for the transaction of such business as may properly come before the meeting and it shall be held on a date to be established by Executive Council, at such hour and place as shall be designated in the call thereof. Notice of the Annual Business Meeting shall be given five months prior to the meeting and must be sent to all members electronically via email or facsimile, or by mail.

Section 2 - Special meetings of the membership may be called at any time by the President or Secretary-Treasurer

with the approval of the majority of the Executive Council. Such special meetings may be called at any time by members representing not less than 25% percent of the total voting members of the Society. Notice of the special meeting shall be given 60 days prior to the meeting and must be sent to all members electronically via email or facsimile, or by mail. The notice of special meeting will contain sufficient information to allow the member to form a reasoned judgment on the decision to be taken.

Section 3 - At all meetings, each voting member shall be entitled to one vote in person. A member may be entitled to exercise his or her vote by proxy, in accordance with Section 5 of Article 14 of these Bylaws. The presence of 25 voting members shall constitute a quorum for the transaction of business at any annual or special meeting of the Society.

ARTICLE 10 - OFFICERS

Officers

The Officers of the Society shall be the President, President-Elect, Past-President, and Secretary-Treasurer. It may include from time to time a Secretary-Treasurer Elect.

President

The President shall be the Chief Executive Officer of the Society. He/She shall preside at all meetings of the Society and of the Executive Council.

The President shall hold office for two years and then will succeed to the office of Past-President.

Past-President

The Past-President shall, in the absence of the President, preside at all meetings of the Society and of the Executive Council and perform the duties and exercise the powers of the President.

The Past-President will serve a term of two years.

President-Elect

The President-Elect shall be an ex-officio member of all committees of the Society, with voting rights. He/She shall perform such other duties as shall from time to time be requested of him/her by the Executive Council.

The President-Elect will serve a term of two years and then will succeed to the office of President.

Secretary-Treasurer

The Secretary-Treasurer shall carry on the affairs of the Society generally under the supervision of the Officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings to be kept for that purpose. He/She shall give or cause to be given notice of all meetings of the members and the Executive Council and shall perform such other duties as may be prescribed by the Executive Council or President, under whose supervision he/she shall be.

The Secretary-Treasurer shall have custody of the funds and securities of the Society and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Society in the books belonging to the Society. He/She shall deposit all monies, securities and other valuable effects in the name and to the credit of the Society in such chartered bank or trust company as may be designated by Executive Council from time to time. He/She shall disburse the funds of the Society as may be directed by proper authority, taking proper vouchers for such disbursements, and shall render to the President and Officers at the regular meeting of the Executive Council, or whenever they may be required, an accounting of all the transactions and a statement of the financial position of the Society.

The Secretary-Treasurer shall also perform such other duties as dictated in the Bylaws of the Society or as directed by the Executive Council. He/She shall be an ex-officio member of all GOC Standing and Ad-Hoc Committees of the Society with voting rights except the Nominating Committee as per Section 13.

The Secretary-Treasurer will serve a term of three years, renewable for a subsequent term at the discretion of the Executive Council and presented to the membership at the Annual Business Meeting for a vote.

ARTICLE 11 – NOMINATION, ELECTION AND REMOVAL OF OFFICERS

Section 1 – The Chairperson of the Nominating Committee will, prior to the Annual Business Meeting, present to Executive Council the recommended slate of Officers.

Section 2 - The Executive Council will review the recommendations of the Nominating Committee at their Annual Meeting and upon approval of those recommendations will submit the slate of Officers to the membership for a vote at the next Annual Business Meeting.

Section 3 - Any member of the Society may submit the name of any other member for the position of Officer in the Society provided the name of the nominee is submitted to the Secretary-Treasurer at least two months prior to the Annual Business Meeting.

Section 4 - A nominee for an office must consent to accept the responsibility of that office prior to being presented on the ballot before the membership.

Section 5 – The slate of Officers will be presented to the membership at the Annual Business Meeting for a vote. Officers will be elected by a majority of the voting members present.

Section 6 - An officer of the Society may be removed from office by an ordinary resolution of the Executive Council or by the affirmative vote of two-thirds (2/3) of the members present and voting at the special members meeting called for such purpose.

ARTICLE 12 - EXECUTIVE COUNCIL

Section 1 - The Executive Council shall consist of the Officers of the Society; four members of the Society who shall be called Councillors; and Chairpersons of GOC Standing Committees who shall serve as ex-officio members. Such ex-officio members shall not have the right to vote. Chairpersons of Ad-Hoc Committees may be requested to serve ex-officio on Executive Council and shall not have the right to vote. Voting rights of Officers and Councillors are equal.

Section 2 - The term of Councillor shall be two years unless otherwise determined by Executive Council.

Section 3 - Councillors shall be elected by a majority of all voting members at the Annual Business Meeting. The Nominating Committee will submit recommendations with respect to nomination of the Councillors to the Secretary-Treasurer at least two months prior to the Annual Meeting of the Executive Council. The election of Councillors will take place in the same manner outlined in these Bylaws with respect to Officers of the Society. Only one Associate Member may be elected to the Executive Council.

Section 4 - Officers and Councillors, as such, shall not receive any stated remuneration for their services, but, by resolution of Executive Council, expenses may be allowed for their attendance at each regular or special meeting of the Executive Council. No Officer or Councillor shall directly or indirectly receive any profit from his/her position

as such.

Section 5 - A Councillor may be removed from office on the affirmative vote of not less than two-thirds (2/3) of the members present and voting at any special members' meeting called for such purpose.

Section 6 - The property and business of the corporation named "The Society of Gynecologic Oncology of Canada" shall be managed by a Board of Directors, which will be referred to in these Bylaws as the Executive Council.

Section 7 - Meetings of the Executive Council may be held at any time and place determined by a majority of the members of the Executive Council at the request of the President or Secretary-Treasurer.

Section 8 - The Executive Council shall hold at least one regular meeting during each calendar year. At least 30 days written notice of each regular meeting of the Executive Council shall be given to each member of the Executive Council by the Secretary-Treasurer and must be sent electronically by email or facsimile or by mail.

Section 9 - The Executive Council may, as it may from time to time determine, hold its meetings, regular or special, at any place, and may at any such meeting transact any and all business pertaining to the Society. A majority of the voting members of Executive Council shall constitute a quorum for the transaction of business at any regular or special meeting.

Section 10 - The Executive Council may meet by teleconference provided that either a majority of the Councillors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Executive Council at a meeting of the Councillors.

Section 11 - The Executive Council may meet by other electronic means that permits each Councillor to communicate adequately with each other, provided that:

- i) the Executive Council has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing a quorum and recording votes;
- ii) each Councillor has equal access to the specific means of communication to be used; and
- iii) each Councillor has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

ARTICLE 13 – STANDING COMMITTEES

Membership Committee

The Past-President shall be the Chairperson of the Membership Committee and shall consist of three active members, one associate member, the Secretary-Treasurer and the President-Elect. The members shall serve a term of two years, renewable at the discretion of the Executive Council and presented at the Annual Business Meeting of members of the Society.

Membership Committee members shall be nominated by the Nominating Committee and presented for election at the Annual Business Meeting of members of the Society.

The Membership Committee shall adhere to the Bylaws of the Society pertaining to membership and make its recommendations to Executive Council no later than one month prior to the Annual Meeting of the Executive Council.

Nominating Committee

The Nominating Committee shall consist of the President of the Society who shall be the Chairperson, the President-Elect, the Past-President, the Secretary-Treasurer, and two eligible Members-at-Large of the Society appointed by the President. During their term on the Nominating Committee, it is understood that the Members-at-Large cannot be nominated for office or for committee membership by any mechanism.

The Secretary-Treasurer shall be an observer and non-voting member of the Nominating Committee.

The term for the Members-at-Large shall be two years, renewable at the discretion of Executive Council.

Unless otherwise stipulated, the Nominating Committee shall make recommendations to Executive Council with respect to future Officers, Executive Council and Committee Membership.

Annual General Meeting Programme Committee

The Chairperson shall be appointed by the Executive Council for a four-year term. The Annual General Meeting (AGM) Programme Committee shall consist of three or more eligible members, who shall be nominated by the Nominating Committee. Committee members shall be appointed for three-year terms, and will be presented at the Annual Business Meeting of members of the Society.

The AGM Programme Committee shall be responsible for the organization, conduct and certification of the annual scientific meeting of the Society and shall report their activities to the Executive Council in writing six (6) months prior to the annual scientific meeting and immediately prior to the Annual Meeting.

The Chairperson of the AGM Programme Committee will communicate and conduct the affairs of the GOC AGM directly with the SOGC with respect to integration with the SOGC annual scientific programme and selection of papers.

Continuing Professional Development Meeting Committee

The Chairperson shall be appointed by the Executive Council for a four-year term. The Continuing Professional Development Meeting Committee (CPD) shall consist of three or more eligible members, who shall be nominated by the Nominating Committee. Committee members shall be appointed for three-year terms, and will be presented at the Annual Business Meeting of members of the Society.

The CPD Meeting Committee shall be responsible for the organization, conduct and certification of the educational programme of the Society and shall report their activities to the Executive Council in writing six (6) months prior to the Continuing Professional Development Meeting.

The Chairperson of the CPD Meeting Committee may communicate directly with the NCIC with respect to integration with the NCIC spring meeting.

Other Committees

Other committees may be formed at the discretion of the Executive Council. Action by any committee arrived at by teleconference shall be valid as though the Committee had actually assembled.

Removal of Committee Members

Unless otherwise provided, a committee member may be removed from office prior to the end of their term by an affirmative vote of not less than two-thirds (2/3) of the members of Executive Council.

Remuneration of Committee Members

Committee members are not remunerated but may be reimbursed for reasonable expenses incurred in the performance of their duties on the Committee. Expenses may not be incurred without prior approval by the Secretary-Treasurer.

ARTICLE 14 – VOTING

Section 1 – At meetings of the membership, votes shall be by voice or hand vote at the discretion of the Chairperson of the meeting unless otherwise specified in the Bylaws.

Section 2 – At any meeting of the membership, if a majority so requires, any question may be voted upon by secret ballot. If the question is to be voted upon by secret ballot, the Secretary-Treasurer shall certify the results of the balloting in writing to the President or Chairperson as the case may be.

Section 3 – The Executive Council may prescribe mail balloting for any issue, except where the *Canada Corporations Act* requires meetings to be held. Mail ballots shall contain the question to be voted upon. A stamped addressed envelope shall be provided to members to return the completed ballot. The ballot shall not identify the member. The ballot and the covering letter, if any, shall provide a deadline for the receipt of ballots by the Society. The Society shall not accept any ballots received after the deadline. The Secretary-Treasurer shall record the results of the balloting and provide members with the results of the vote. The ballots shall be destroyed one month after the election.

The receipt of 25 valid ballots shall constitute quorum for the purposes of mail balloting. Every question dealt with by mail balloting shall be determined by a majority of valid votes unless otherwise specifically provided by the Act.

Section 4 – At meetings of the membership, every question shall be determined by an absolute majority of votes unless otherwise specifically provided for in these Bylaws or by the *Canada Corporations Act*.

Section 5 - In the normal course of events, only members present at duly constituted meetings of the Society will vote. On special matters, any member may request, if done so at least a month prior to the meeting, that Executive Council institute a proxy voting procedure.

ARTICLE 15 – EMPLOYEES AND SALARIES

The Executive Council shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

ARTICLE 16 - RULES AND REGULATIONS

The Executive Council may prescribe such rules and regulations not inconsistent with these Bylaws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual Business Meeting of the members of the Society when they shall be confirmed.

ARTICLE 17 – INDEMNITIES TO EXECUTIVE COUNCIL AND OFFICERS

Every Executive Council member, Officer, and any other person who has undertaken or is about to undertake any liability on behalf of the Society, and their heirs, executors and administrators, and estates and effects, respectively, shall at times, be indemnified and saved harmless out of the funds of the Society, from and against:

- All costs, charges and expenses which such Executive Council member, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or with respect to any act, deed, matter of thing whatsoever, made, done, or permitted by him/her, in or about the execution of duties of his/her office or with respect to any such liability;
- All other authorized costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

ARTICLE 18 - INTERPRETATION

In these Bylaws, words imparting the singular number shall include the plural number and vice-versa and reference to persons shall include firms and corporations.

ARTICLE 19 - PARLIAMENTARY PROCEDURES

Parliamentary procedure shall be according to the latest edition of "Robert's Rules of Order."

ARTICLE 20 - BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Members, Executive Council and Committees, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote.

ARTICLE 21 – CONTRACTS

The Executive Council may authorize the President, Secretary-Treasurer or National Coordinator to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific business.

ARTICLE 22 - AUDITORS

The members shall, at each Annual Business Meeting, appoint an auditor to audit the accounts of the corporation and make a report to the members at the annual meeting. The remuneration of the auditor shall be fixed by the Executive Council.

The auditor may not be a director, officer, or employee of the Society without the consent of all of the members.

ARTICLE 23 - FINANCIAL YEAR

Unless otherwise ordered by the Executive Council, the fiscal year end of the corporation shall be December 31st.

ARTICLE 24 – DISSOLUTION OF THE SOCIETY

Section 1 - The Society may dissolve and end its affairs in the following manner:

- The Executive Council shall adopt a resolution recommending that the Society be dissolved, and directing that the question of such dissolution be submitted to a vote at a meeting of the voting members. Written or printed notice stating that the purpose or one of the purposes of such meeting is to consider the advisability of dissolving the Society shall be given to each voting member within the time and manner provided in the Bylaws for the giving of notice of meetings of voting membership. A resolution to dissolve the Society shall be adopted upon receiving at least two-thirds (2/3) of the votes entitled to be cast by members present at such meeting.
- Upon adoption of such a resolution by the membership, the Society shall cease to conduct its affairs except in so far as may be necessary for the end thereof, shall immediately cause a notice of the proposed dissolution to be mailed to each known creditor of the Society and shall proceed to collect its assets and apply and distribute them as provided in these Bylaws.

Section 2 - The assets of the Society in the process of dissolution shall be applied and distributed as follows:

- All liabilities and obligations of the Society shall be paid, satisfied and discharged, or adequate provision shall be made therefore.
- Assets held by the Society upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.
- Assets received and held by the Society subject to limitation permitting the use only for the accomplishment of the objectives and purposes specified by these Bylaws, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations engaged in activities substantially similar to those of this Society, pursuant to a plan of distribution adopted by the Executive Council. No part of said funds shall be distributed to the members of the Society.

ARTICLE 25 - BYLAWS AND AMENDMENTS

When required, the President and Executive Council shall appoint a Bylaw Committee to review and formulate any amendments to the Bylaws proposed by the membership. Proposals for each amendment must be made in writing and submitted to the Secretary-Treasurer at least 90 days before the Annual Business Meeting.

All amendments to the Bylaws as proposed by the Bylaw Committee must be circulated to all members of the Society at least 30 days before the Annual Business Meeting of the membership. Changes in the Bylaws must be sanctioned by an affirmative vote of at least two-thirds (2/3) of the members eligible to vote who are present at the Annual Business Meeting.

Such changes may only be enacted with the approval of Industry Canada, provided that any enactment, amendment, repeal or re-enactment of any Bylaws that does not relate to the requirements of subsection 155(2) of the *Canada Corporations Act* shall not require ministerial approval.

ARTICLE 26 - REPEAL

Upon these Bylaws coming into force, all previous Bylaws of the Society shall be repealed provided that such repeal shall not affect the previous operation of such Bylaws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such Bylaws prior to its repeal.

Record of amendments

Article 4.2 amended January 1990

Article 6.1 amended June 1991

Article 7.4 added June 1991

Article 7.6 added June 1991

Article 8.11 amended June 1991

Article 2.2 amended June 1993

Article 2.2 amended June 1998

Article 2.1 amended June 1998

Article 2.2 amended June 2001

Article 2.5 added June 2001

Article 2.2 amended June 2003

Article 7.1 amended June 2003

Article 8.1 amended June 2003

Bylaws Document amended June 2005

Bylaws Document amended June 2007

Ministerial Approval for above amendments received effective December 24, 2007

Articles 1, 2, 3 and 12 amended May 2009

Ministerial Approval for above amendments received effective May 5, 2009