

**CANADIAN ASSOCIATION OF NUCLEAR MEDICINE
ASSOCIATION CANADIENNE DE MÉDECINE NUCLÉAIRE**

Bylaw Number 1

APRIL 2007

**A Bylaw relating generally to the affairs of the
Canadian Association of Nuclear Medicine -
Association canadienne de médecine nucléaire,
hereinafter referred to as the Corporation**

**ARTICLE I
NAME**

The name of the organization shall be **Canadian Association of Nuclear Medicine - Association canadienne de médecine nucléaire**.

**ARTICLE II
FISCAL YEAR**

The fiscal year shall end on the 31st day of December, annually.

**ARTICLE III
HEAD OFFICE**

The Head Office of the Corporation shall be at Ottawa ON Canada. The address shall be considered permanent until such time as it is changed by the Board of Governors.

**ARTICLE IV
OFFICIAL LANGUAGES**

The official languages shall be French and English.

**ARTICLE V
OBJECTIVES**

- 5.1 To assist our members in maintaining the highest standard of diagnostic and therapeutic nuclear medicine practice.
- 5.2 To promote the continuing medical education of our members.
- 5.3 To promote the discipline of nuclear medicine in conjunction with other nuclear medicine professionals.
- 5.4 To participate in the activities of the Royal College of Physicians and Surgeons of Canada and le Collège des médecins du Québec.

**ARTICLE VI
CONDITIONS OF MEMBERSHIP**

Membership in the Corporation shall comprise four (4) classes of members, being designated as follows: Full, Resident, Honorary and Retired. The rights and privileges of each classification shall not be transferable by personal act or operation of law and members shall be entitled to only those privileges specifically allocated by these bylaws. Admission for all members shall be by application approved by a resolution of the Board of Governors.

6.1 Full Member shall be:

- 6.1.1 A medical graduate of a Canadian medical school (or equivalent), who has received certification in the speciality of nuclear medicine from the Royal College of Physicians and

- 6.1.2 Surgeons of Canada, or the Corporation professionnelle des médecins du Québec; or, A medical graduate of a Canadian medical school (or equivalent) who has received an international certificate in nuclear medicine and met the requirement of a provincial or territorial college to practice nuclear medicine.
- 6.1.3 Full members shall have the right to participate in all meetings of the Corporation, to hold any office and to vote.
- 6.2 Resident Member shall be:
 - 6.3.1 Resident physician currently undergoing training in an accredited nuclear medicine residency program, or,
 - 6.3.2 Resident members shall have the right to participate in all meetings of the Corporation, but cannot hold office and cannot vote.
- 6.3 Retired Member shall be:
 - 6.3.1 A member who retires from the active practice of nuclear medicine and shall be granted a waiver of dues upon written notification of the Corporation, sent to its office, of said retirement
 - 6.3.2 Retired members shall have the right to participate in all meetings of the Corporation, can sit on committees but cannot hold office and cannot vote.
- 6.4 Honorary Member shall be:
 - 6.4.1 Nominated by the Board of Governors for honorary membership. Any physician distinguished in the field of nuclear medicine may be nominated.
 - 6.4.2 Honorary members shall have the right to participate in all meetings of the Corporation but cannot hold office and cannot vote.

**ARTICLE VII
APPLICATION FOR AND ELECTION TO MEMBERSHIP**

Applications for Full, Resident and Honorary membership must be signed by two members who know the applicant personally and can vouch for eligibility, and forwarded to the Corporation office. Election to membership, takes place at the annual general meeting. Nominations for Honorary membership must be brought by the Board of Governors to the annual general meeting, where a vote of fifty percent (50%) of the members present constitutes approval.

**ARTICLE VIII
ANNUAL FEES**

Annual fees payable by Members of the Corporation shall be as determined from time to time by resolution of the Board of Governors when approved at an annual meeting of members.

- 8.1 A notice stating the intent to change dues shall be provided to the membership no later than 30 days prior to the annual general meeting.
- 8.2 The Board of Governors, for compassionate reasons, may exercise its discretion in reducing or eliminating the fee to individual members.

**ARTICLE IX
PROVISIONS FOR RESIGNATION OF MEMBERSHIP**

Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging it with the Secretary of the Corporation.

**ARTICLE X
PROVISION FOR WITHDRAWAL OF MEMBERSHIP**

Any member who has not paid his annual fee by the due date for payment as established by the Board of Governors shall be deemed to have withdrawn from the Corporation and to have resigned as a member.

**ARTICLE XI
PROVISION FOR WITHDRAWAL OF MEMBERSHIP BY VOTE**

Any member may be required to resign by a vote of two-thirds (2/3) of the members present at a duly constituted meeting of members.

ARTICLE XII

FISCAL ARRANGEMENTS

All monies raised or received by the Corporation from members or otherwise, shall be the property of the Corporation and shall be utilized in such manner as in the opinion of the Board of Governors is most desirable and necessary for carrying out the objectives of the Corporation. All financial transactions shall be presented at the next annual general meeting in the Treasurer's report for approval.

ARTICLE XIII MEETINGS OF MEMBERS

- 13.1 The annual general meeting of the members of the Corporation shall be held annually and in a Canadian location as determined by resolution of the Board of Governors and approved at an annual meeting of the members.
- 13.2 Notice in writing of the time and place of each meeting of members shall be sent by mail or by notice published in the Society newsletter not later than thirty (30) days before each meeting to each member whose name appears on the records of the Corporation at the time of dispatch of the notice of the meeting.
- 13.3 Special meetings of the members for the transaction of business of urgency or importance to the Corporation and its members may be convened by the President and shall be convened upon the written request of three (3) members of the Board of Governors or five (5) percent of voting members delivered to the Secretary. Such special meetings shall be held not less than thirty (30) days and not more than sixty (60) days after notice, containing sufficient information to allow the members to form a reasoned judgment, of such special meeting has been given and shall be held at the head office of the Corporation unless otherwise determined by resolution of the Board of Governors.
- 13.4 At any meeting of members, a minimum of ten (10) non-board members present in person shall constitute a quorum for the transaction of business.
- 13.5 Each Full member present at a meeting of members shall have the right to exercise one (1) vote.
 - 13.5.1 Every question shall be decided in the first instance by a show of hands, and unless a poll be demanded, the declaration by the Chair of the meeting that resolution has been carried or not carried, or that it has been carried or not carried by any particular majority, an entry to that effect into the minutes of the meeting shall be sufficient evidence of the fact without further proof of the number or proportion of the votes recorded in favour of or against such resolution.
 - 13.5.2 If a poll is demanded and not withdrawn the same shall be taken in such manner as the Chair directs and question shall be decided by a majority of votes cast and the results shall be deemed to be the decision of the meeting, unless the Act or these bylaws otherwise provide.
 - 13.5.3 In the case of an equality of votes either upon a show of hands or upon a poll, the Chair of the meeting shall be entitled to the deciding vote.
- 13.6 No error or omission in giving notice of a meeting of members shall invalidate such meeting or make void any proceedings taken thereat. For the purpose of sending notice to any member, the address of the member shall be his last address recorded on the books of the Corporation.
- 13.7 The annual general meeting and all meetings of the Board shall be conducted in accordance with the current edition of Wainberg's *Society Meetings Including Rules of Order*. Should any problem arise for which this authority does not provide a solution, the chair of the meeting may, exercising discretion, accept the latest edition of Beauchesne's *Parliamentary Rules and Forms of the House of Commons of Canada* or Bourinot's *Rules of Order* as a guide.

ARTICLE XIV AUDITORS

One or more auditors shall be appointed at the annual general meeting to audit the accounts of the Corporation for report to members. The auditors, when appointed, shall hold office until the next annual

general meeting after being appointed or until their successors are appointed unless previously removed by resolution duly passed at an AGM or by the Board of Governors. The auditor may not be a director, officer or employee of the Society unless all members have consented thereto.

ARTICLE XV BOARD OF GOVERNORS

The affairs, property and business of the Corporation shall be governed, managed and administered by a Board of Governors of a minimum of eleven (11) persons comprising:

- a) The President, Vice-President, Immediate Past-President, and Secretary Treasurer.
- b) One (1) Regional Director nominated by the Association des médecins spécialistes en médecine nucléaire du Québec, who shall ordinarily be the President of the AMSMNQ
- c) One (1) Regional Director nominated by the Ontario Association of Nuclear Medicine, who shall ordinarily be the President of the OANM;
- d) Three Regional Directors: One (1) each from British Columbia, Prairie Provinces, and the Atlantic Provinces
- e) Chair of the Foundation Committee
- f) Chair of the Education Committee
- g) Chair of RCPSC Specialty Committee

The Board of Governors shall manage the affairs, property and business of the Corporation in such manner deemed best in the interests of the Corporation. Governors must be eighteen (18) years of age, must be individuals and must have the capacity under law to contract.

- 15.1 The Board of Governors as outlined in sections 15a to 15d shall be elected at the annual general meeting of the members for a term of two (2) years, by a simple majority of ballot vote by the members present at the annual general meeting and eligible to vote. A Governor shall have a term of two (2) years and be eligible for renewal for two (2) consecutive additional terms for a maximum contribution of 6 years.
- 15.2 Seven (7) members of the Board of Governors shall constitute a quorum for a meeting of the Board of Governors. All Governors have a right to exercise one vote.
- 15.3 The office of a member of the Board of Governors shall be automatically vacated if:
 - 15.3.1 the Governor shall resign office by delivering a written resignation to the President, or Secretary of the Corporation;
 - 15.3.2 at a special meeting of members a resolution is passed by two-thirds (2/3) of the members present at the meeting that the Governor be removed from office; or,
 - 15.3.3 at a special meeting of Governors a resolution is passed by two-thirds (2/3) of the Governors that the Governor be removed from office; or,
 - 15.3.4 the Governor is appointed by a founding organization and loses the support of the Board of Directors of that organization; or,
 - 15.3.5 upon the death of a Governor.
 - 15.3.6 if any vacancy shall occur the Board of Governors, by majority vote, may by appointment, fill the vacancy with a member otherwise qualified for the balance of the term.
- 15.4 A meeting of the Board of Governors shall be held immediately preceding the annual meeting of the members in each year at a time and place agreed to by the Governors.
- 15.5 At least fourteen (14) days notice of meetings of the Board of Governors shall be sent in writing, by mail, facsimile or e-mail to each member of the Board of Governors. No error or omission in giving notice of any meeting or adjourned meeting of the Board of Governors shall invalidate such meeting or void any proceedings taken thereat and any member of the Board of Governors may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 15.6 Members of the Board of Governors, including when acting as members of a Committee, shall not receive any remuneration for their services but, by resolution of the Board of Governors, they may be

allowed reimbursement of expenses for their attendance at a meeting of the Board of Governors or a Committee or reasonable expenses incurred in the performance of any duties undertaken at the request of the Corporation (including the Board of Governors and the Executive Committee). Nothing herein contained shall be construed to preclude any member of the Board of Governors serving as an officer from receiving compensation therefor.

- 15.7 A retiring Governor shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.
- 15.8 The Board of Governors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Governors. The remuneration of all officers, agents and employees shall be fixed by the Board of Governors by resolution.
- 15.9 Any resolution consented to at any time by the signatures of all the Governors entitled to vote on that resolution at a meeting of the Board of Governors shall be as valid and effective as if passed at a meeting of the Board of Governors duly called, constituted and held for the purpose.
- 15.10 Where all Governors have consented thereto, any Governor may participate in all meetings of the Board of Governors by conference telephone or other communications equipment and shall be deemed to be present and participating in person at that meeting.
- 15.11 The Board of Governors will appoint a Board Member to be the CANM representative to the CMA.

ARTICLE XVI COMMITTEES

The Corporation shall establish two (2) Standing Committees. The Education Committee and Foundation Committee will be chaired by a Governor elected at the annual general meeting for a two year term. The Committee chair shall have a term of two (2) years and be eligible for renewal for two (2) consecutive additional terms for a maximum contribution of 6 years. Each Committee shall draft its terms of reference, and shall have the power to add members, subject to approval of the Board of Governors.

- 16.1 Education Standing Committee maintains a process whereby the continuing medical education needs of Canada's Nuclear Medicine physicians are assessed at least annually; provides advice to the annual scientific program committee of the Canadian Society of Nuclear Medicine regarding program content; accredits Continuing Medical Education programs in the discipline of Nuclear Medicine, and liaises with the RCPSC Nuclear Medicine Committee.
- 16.2 Foundation Standing Committee shall advise the Board regarding management of the special funds of the CANM.
- 16.3 Other ad hoc Committees of this Corporation may be appointed by the President on the advice of the Board of Governors to aid the Board of Governors in conducting the affairs of the Corporation. The Chairs of these ad hoc committees may be invited to report to the Board of Governors but shall not have the right to vote at meetings of the Board of Governors.
 - 16.3.1 The Board of Governors shall appoint a Chair, who will determine the members of his committee for approval by the Board of Governors. The mandate of the ad hoc Committee shall be determined by the Board of Governors.
 - 16.3.2 Committees shall be reviewed by the Board of Governors every two years and disbanded when their mandate is fulfilled or no longer required by the Corporation
- 16.4 The position of a member of a standing or ad hoc committee shall be automatically vacated if:
 - 16.4.1 the committee member shall resign office by delivering a written resignation to the Chair of the Committee
 - 16.4.2 at a meeting of the committee, a resolution is passed by two-thirds (2/3) of the members present at the meeting that the member be removed from office; or,
 - 16.4.3 the member of a standing committee loses the support of the Board of Directors of the organization that appointed the member or,

- 16.4.4 upon the death of a member.
 - 16.4.5 if any vacancy shall occur on a standing committee, the founding organization that appointed the member shall fill the vacancy with a qualified member for the balance of the term.
 - 16.4.6 if any vacancy shall occur on an ad hoc committee, the committee chair shall decide to appoint or not a replacement, subject to the approval of the Board of Governors.
- 16.5 Meetings of the Committees shall be held immediately preceding the annual meeting of the members in each year at a time and place agreed to by the committee members, at other times as determined by the Chair or at the request of the Board of Governors.
 - 16.6 At least fourteen (14) days notice of meetings of Committees shall be sent in writing, by mail, facsimile or e-mail to each member of the Committee. No error or omission in giving notice of any meeting or adjourned meeting of the Committee shall invalidate such meeting or void any proceedings taken thereat and any member of the Committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
 - 16.7 Members of Committees shall not receive any remuneration for their services but, by resolution of the Board of Governors, they may be allowed reimbursement of expenses for their attendance at meetings of the Committee or reasonable expenses incurred in the performance of any duties undertaken at the request of the Committee.
 - 16.8 At the first meeting of the Board of Governors, following the annual general meeting, the Board shall appoint a Nominating Committee from among the Governors, who are not eligible for reelection or, from the membership at large if all Governors are eligible for reelection. The Nominating Committee shall hold office until the next annual general meeting. The Nominating Committee shall ordinarily be chaired by the immediate Past-President. The responsibilities of the Nominating Committee shall include nominating a slate of Governors for ratification at the annual general meeting, nomination of standing committee chairs, and the nomination of representatives to the CSNM Board and committees, and any other committees or organizations as are required from time to time.

ARTICLE XVII
NOMINATION AND ELECTION OF THE BOARD OF GOVERNORS MEMBERS

- 17.1 At least twelve (12) weeks prior to the annual meeting of members in which there is to be an election, the Nominating Committee shall prepare and issue to the members through the office of the Secretary, a list of nominees to fill vacancies for President, Vice-President and Secretary Treasurer, and Chairs of the Education and Foundation Committees, falling due at the time of the aforesaid annual meeting of members. Any five (5) members may nominate a candidate in writing for these offices. The nominations must be received in writing along with a curriculum vitae of the nominee and a letter indicating willingness of the nominee to serve fourteen (14) days prior to the Annual General Meeting.
- 17.2 Nominations for Regional Directors shall be submitted by each regional organization (The Ontario Association of Nuclear Medicine for Ontario and the AMSMNQ for Quebec) or by five (5) CANM members of each region. The nominations must be received in writing along with a curriculum vitae of the nominee and a letter indicating willingness of the nominee to serve fourteen (14) days prior to the Annual General Meeting.
- 17.3 The report of the Nominating Committee and the names of candidates for the position of Officer of the Association shall be presented at the Annual General Meeting by the Chair of the Nominating committee.
- 17.4 If there is more than one nomination for any position, a ballot shall then be taken for each of the offices in turn including the officers, the Chair of the Foundation Committee, the Chair of the Education Committee, and for all members of the Board of Directors. The Board of Governors shall by resolution determine the manner in which such vote shall be conducted.

- 17.5 If no further nominations have been received the member nominated by the Nominating Committee shall be deemed to have been elected by acclamation and the Secretary shall so inform the President. Acclamation will be ratified at the annual general meeting.

ARTICLE XVIII OFFICERS

- 18.1 The Officers of the Corporation shall be a President, Vice-President, Past-President and a Secretary-Treasurer, all of whom shall be elected by the membership and by virtue of office shall be members of the Board of Governors. An Officer shall have a term of two (2) years and be eligible for renewal for two (2) consecutive additional terms for a maximum contribution of 6 years. The Officers of the Society shall also constitute its Executive Committee.
- 18.2 The President shall preside at all meetings of the members of the Board of Governors and the annual general meeting of members. He shall be chief executive officer of the Corporation and shall be responsible for the implementation of the resolutions, directives and decisions of the Board of Governors.
- 18.2.1 The President shall hold office for two (2) years whereupon he shall become the Past President for a period of two years. The President is eligible for re-election for one (1) additional term.
- 18.2.2 The President shall be a Full member in good standing, who has prior experience on the Board of Governors.
- 18.2.3 The President shall represent, or cause a member appointed by himself to represent the Corporation in public affairs, matters of international or national concern where the Corporation's participation has been requested either by members of the Corporation or individuals or associations outside the association.
- 18.3 The Vice-president shall ordinarily succeed to the office of President on the completion of the term of the incumbent. Should the President be elected by the membership for an additional two year term, the term of the Vice-President may be extended for an additional two years.
- 18.4 In the absence or disability of the President, the Vice-President shall perform the duties and exercise the powers of the President and such duties as the Board of Governors may prescribe. The Vice-President shall automatically succeed to the office of President at the conclusion of the term of office of the President.
- 18.5 The Secretary-Treasurer shall be elected by the membership and shall be responsible for the maintenance of the record of the proceedings of meetings of members, of all meetings of the Board of Governors and shall be the custodian of the Corporate Seal. The Secretary-Treasurer shall also be responsible, under the direction of the Board of Governors, for the safekeeping of the funds and assets of the Corporation and for all financial records of the Corporation and for rendering to the Board of Governors the annual financial statements. The Secretary-Treasurer shall be elected for a two-year term and shall be eligible for re-election.
- 18.6 The office of an Officer shall be vacated on the same grounds as for a member of the Board of Governors as set out in Section 15.4 and upon such a vacancy the Board of Governors is empowered to fill any such vacancy for the balance of the term of the person vacating office, by majority vote, with a member of the Board of Governors or Full Member.
- 18.7 Meetings of the Executive Committee may be held at the head office of the Society or at any other place in or outside of Canada. At least fourteen (14) days notice of meetings of the Executive Committee shall be sent in writing by mail, facsimile or e-mail to each member of the Executive. No error or omission in giving notice of any meeting or adjourned meeting of the Executive shall invalidate such meeting or void any proceedings taken thereat and any member of the Executive may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

18.7.1 At any Executive Committee meeting, two (2) members of the committee shall constitute quorum for the transaction of business.

18.8 The members of the Executive Committee shall be entitled to receive such remuneration for acting as members of the Executive Committee as the Board of Governors may from time to time determine.

ARTICLE XIX FINANCIAL STATEMENTS

At each annual meeting of members the Board of Governors shall lay before the members a financial statement made up to the end of the last fiscal year end of the Corporation. Such financial statement shall be in such form as shall from time to time be determined by the Board of Governors and approved by the Auditors and shall contain a summary of the assets and liabilities of the Corporation and a general statement of the receipts and disbursements of the Corporation for such fiscal period. Such financial statement shall be accompanied by a report of the Auditors of the Corporation which report shall be read at the annual meeting of members at which the financial statement is submitted and shall be open to inspection by any member.

ARTICLE XX EXECUTION OF CONTRACTS

Contracts, documents, banking instruments including cheques, or any other instruments in writing requiring the signature of the Corporation shall be signed by any two (2) Officers of the Corporation or such other Members or persons as may from time to time be designated by resolution of the Board of Governors and all such contracts, documents or instruments so signed shall be binding upon the Corporation without further authorization or formality. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid.

ARTICLE XXI REIMBURSEMENT OF OUT-OF-POCKET EXPENSES AND INDEMNIFICATION

Members of the Board of Governors and Officers shall be entitled to reimbursement for out-of-pocket expenses incurred on behalf of the Corporation or when engaged in the conduct of the affairs of the Corporation, as directed by the Board of Governors.

- 21.1 Each Governor or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
- a) all costs, charges and expenses whatsoever which such the Board of Governors, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect or any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
 - b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

ARTICLE XXII OFFICERS AND DIRECTORS LIABILITY INSURANCE

The Corporation shall purchase and maintain insurance, upon eligibility, on behalf of any person who is an Officer, the Board of Governors, or agent of the Corporation, or is serving at the request of the Corporation as an Officer, the Board of Governors, or agent of another association, partnership, joint venture, trust or other enterprise against any liability asserted against him incurred by him in any such capacity, or arising out of his status as such.

ARTICLE XXIII AMENDMENT OF BY-LAWS

The bylaws of the Corporation may be repealed or amended by-law enacted by a majority of the members of the Board of Governors at a meeting of the Board of Governors and sanctioned by an affirmative vote of at least two thirds (2/3) of the members present at a meeting of members duly called for the purpose of considering the said by-law, provided notice of any such by-law shall have been sent to all members at least

thirty (30) days prior to the date of any such Meeting of Members and provided further that the enactment, repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister of Industry Canada has been obtained.

ARTICLE XX1V
DISSOLUTION

If, at any meeting of members of the Corporation, a resolution for the dissolution of the Corporation is passed, that resolution shall be confirmed at a special meeting of members called not less than thirty (30) days and not more than sixty (60) days following the general meeting at which the original motion to dissolve was approved. The Board of Governors shall, on approval of the motion at the special meeting of members, at a date set by the motion to dissolve:

1. Realize the property of the Corporation and, after discharge of all liabilities, transfer the whole or part of the property of the Corporation to one or more non-profit or charitable corporate bodies selected by the membership and competent to receive the same.
2. Upon completion of the disposition and compliance with the provisions of the Corporations Act, apply for surrender of the Letters Patent and dissolution of the Corporation.