



March 1991

THE ONTARIO SOCIETY OF CLINICAL PERFUSION

BY-LAW NO. 1

HEAD OFFICE

1. The Head Office of the Association shall be in the City of Gloucester in the Province of Ontario, and at such place therein as the directors may from time to time determine.

SEAL

2. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Association.

BOARD OF DIRECTORS

3. The affairs of the Association shall be managed by a board of six (6) elected directors each of whom at the time of his/her election/appointment, or within ten (10) days thereafter and throughout his/her term of office shall be a member of the association. Each director shall be elected to hold office for two (2) years, until the second annual meeting after he/she shall have been elected or until his successor shall have been duly elected and qualified. The appointed director may not be eligible to hold an executive position. The election may be by show of hands unless a ballot be demanded by a member. The members of the Association may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his/her term of office and may, by a majority of votes cast at that meeting, elect any person in his/her stead for the remainder of his/her term.

VACANCIES, BOARD OF DIRECTORS

4. Vacancies on the board of directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Association, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

#### QUORUM AND MEETINGS, BOARD OF DIRECTORS

5. A majority of directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Director's meetings may be formally called by the President or Vice-President, or by the Secretary on direction of the President or Vice-President or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned, telegraphed or faxed to each director not less than one day before the meeting is to take place or shall be mailed to each director not less than five (5) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A director's meeting may also be held, without notice, immediately following the annual meeting of the Association. The directors may consider or transact any business either special or general at any meeting of the board.

#### ERRORS IN NOTICE, BOARD OF DIRECTORS

6. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

#### VOTING, BOARD OF DIRECTORS

7. Questions arising at any meeting of directors shall be decided by majority of votes. In case of an equality of votes, the Chairperson, in addition to his original vote, shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the Minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution. In the absence of the President his/her duties may be performed by the Vice-President or such other director as the Board may from time to time appoint for the purpose.

#### POWERS

8. The directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as herein after provided, generally, may exercise all such powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.



Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease, or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property moveable or immovable, real or personal, or any right or interest therein owned by the Association for such consideration and upon such terms and conditions as they may deem advisable.

#### REMUNERATION OF DIRECTORS

9. The director shall receive no remuneration for acting as such unless a by-law pursuant to this has been approved at a general meeting of all the classes of membership or a meeting called specifically to deal with the matter.

#### OFFICERS OF ASSOCIATION

10. There shall be a President, a Vice-President, a Secretary and a Treasurer or in lieu of a Secretary and a Treasurer, a Secretary/Treasurer and such other officers as the board of directors may determine by by-law from time to time. One person may hold more than one office except the office of President and Vice-President. The President and Vice-President shall be elected by the board of directors, and shall be eligible for re-election if otherwise qualified and provided that in default of such election, the incumbents, being members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.

#### DUTIES OF PRESIDENT AND VICE-PRESIDENT

11. The President shall, when present, preside at all meetings of the members of the Association and of the Board of directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Association. The President with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws and membership certificates. For purposes of interfacing with affiliate associations, such as the Canadian Society of Clinical Perfusion, the President may also be deemed to be a regional officer representing the interests of the Association in joint meetings called to discuss matters of mutual interest.

The President shall table the agenda and make a report to the board of directors and to the general membership of the matters discussed at such joint meetings at his/her earliest convenience but before the next general meeting. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other director as the board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.



12. The Secretary shall be ex officio clerk of the board of directors. He/she shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. He/she shall give all notices required to be given to members and to directors. He/she shall be custodian of the seal of the Association and of all books, papers, records, correspondence, contracts and other documents belonging to the Association which shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution, and he/she shall perform such other duties as may from time to time be determined by the board of directors.

#### DUTIES OF TREASURER

13. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Association in such bank or banks as may from time to time be designated by the board of directors. He/she shall disburse the funds of the Association under the direction of the board of directors, taking proper vouchers therefor and shall render to the board of directors at the regular meetings thereof or whenever required of him/her, an account of all his transactions as Treasurer, and of the financial position of the Association. He/she shall also perform such other duties as may from time to time be determined by the board of directors.

#### DUTIES OF OTHER OFFICERS

14. The duties of all other officers of the Association shall be such as the terms of their engagement call for or the board of directors requires of them.

#### EXECUTION OF DOCUMENTS

15. Deeds, transfers, licences, contracts and engagements on behalf of the Association shall be signed by either the President or Vice-President and by the Secretary, and the Secretary shall affix the seal of the Association to such instruments as require the same.

Contracts in the ordinary course of the Association's operations may be entered into on behalf of the Association by the President, Vice-President, Treasurer or by any person authorized by the board.

The President, Vice-President, the directors, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the board of directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Association in its individual or any other capacity or as a trustee or otherwise and may accept in the name and on behalf of the Association transfers of shares, bonds or other securities from time to time transferred to the Association, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.



Notwithstanding any provisions to the contrary contained in the by-laws of the Association, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Association may or shall be executed.

#### BOOKS AND RECORDS

16. The directors shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept.

#### MEMBERSHIP

17. The membership shall consist of all individuals, corporations, partnerships and other legal entities who apply or are admitted for anyone of the class membership mentioned below in accordance with the Letters Patent, and approved by the Board of Directors. The classes of membership shall be:

- A. Active - an active member shall be any individual actively engaged in the practice of extracorporeal technology in Ontario, certified by the CSCP, and who has paid his annual dues.
- B. Associate - An associate member shall be an individual who has an interest in either the Society or extracorporeal technology but does not meet the stated criteria for Active or Student membership, and who has paid the applicable annual dues.
- C. Student - Any person who commenced training in clinical perfusion in an institution accredited by the Canadian Medical Association and the conjoint committee of accreditation of education programs in allied medical disciplines, hereafter referred to as the conjoint committee, and who has paid his annual dues.

Each active member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members. All Student and Associate members shall have a voice but no vote at the meeting of the members.

Members may resign by resigning in writing which shall be effective upon acceptance thereof by the board of directors.

In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him/her to the corporation prior to acceptance of his/her resignation.

Each member shall promptly be informed by the Secretary of his/her admission as a member.



## DUES

18. There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by unanimous vote of the board of directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

The Secretary shall notify the members of the dues or fees at any time payable by them, and if any are not paid within 60 days of the date of such notice the members in default shall thereupon automatically cease to be members of the Association, but any such members may on payment of all unpaid dues or fees be reinstated at the discretion of the board of directors.

## ANNUAL AND OTHER MEETINGS OF MEMBERS

19. The annual or any other general meeting of the members shall be held at the head office of the Association or elsewhere in Ontario as the board of directors may determine and on such day as the said directors shall appoint. The annual general meeting shall be held once a year approximately thirty (30) days prior to the Canadian Society of Clinical Perfusion annual general meeting whenever possible.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and a board of directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors or the President or Vice-President shall have power to call at any time a general meeting of the members of the Association.

No public notice nor advertisement of members meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail or telegraph or fax ten (10) days before the time fixed for the holding of such meeting to his/her last address as shown on the books of the Association; provided that any meetings of members may be held at any time and place without such notice if all the members of the Association are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Association at annual or general meetings may transact.

## ERROR OR OMISSION IN NOTICE

20. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of members of the Association shall invalidate such meeting or make void any proceeding taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his/her last address recorded on the books of the Association.



## ADJOURNMENTS

21. Any meetings of the Association or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

## QUORUM OF MEMBERS

22. A quorum for the transaction of business at any meeting of members shall consist of not less than three members present in person or represented by proxy; provided that in no case can any meeting be held unless there are two members present in person.

## VOTING OF MEMBERS

23. Subject to the provisions, if any, contained in the Letters Patent of the Association, each active member of the Association shall at all meetings of members be entitled to one vote and he/she may vote by proxy. Such an appointed proxy shall be a member in good standing and shall produce and deposit with the Secretary sufficient appointment in writing from his/her constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Association unless he/she has paid all dues or fees, if any, then payable by him/her.

All Student and Associate members shall have a voice but no vote at meetings of the members.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Association, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any one member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be deemed the decision of the Association in general meeting, whether by show of hands or at a poll, the Chairperson shall be entitled to a second or casting vote.

## FINANCIAL YEAR

24. Unless otherwise ordered by the board of directors, the fiscal year of the Association shall terminate on the 30th day of June in each year.



25. All cheques, bills of exchange or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by the Secretary/Treasurer or Treasurer under the direction of the President or Board of Directors and the Secretary/Treasurer or Treasurer may alone endorse notes and drafts for collection on account of the Association through its bankers, and endorse notes and cheques for the deposit with the Association's bankers for the credit of the Association, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Association by using the Association's rubber stamp for the purpose. The Secretary/Treasurer or Treasurer may arrange, settle balance and certify all books and accounts between the Association and the Association's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

#### DEPOSIT OF SECURITIES FOR SAFEKEEPING

26. The securities of the Association shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such officer or officers, agent or agents of the Association, and in such manner, as shall from time to time be determined by resolution of the board of directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the board of directors shall be fully protected in acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

#### NOTICE

27. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his/her recorded address or if mailed to him/her at his/her 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; an a notice sent by any means of transmitted or recorded communication, including fax devices, shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch or dispatched over an electronic network. The Secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by him/her to be reliable.

#### BORROWING

28. The directors may from time to time:
- A. borrow money on the credit of the Association; or
  - B. issue, sell or pledge securities of the Association; or



- C. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association.

From time to time the directors may authorize any director, officer or employee of the Association or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Association as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

#### REMOVAL OF DIRECTORS

29. The members of the association may by resolutions passed by at least two-thirds of the votes cast at a general meeting remove any director before the expiration of his/her term. A simple majority vote of the board of directors may remove any director before expiration of his/her term.

#### REMUNERATION OF DIRECTORS

30. The directors shall serve without remuneration unless pursuant to paragraph 9 and no director shall directly or indirectly receive any profit from his/her position as such, provided that a director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

#### MEETING OF DIRECTORS

31. Place of Meetings: Meetings of the board of directors and of the Executive Committee of the board of directors (if any) may be held at any location in the City of Gloucester and other areas considered appropriate for such a meeting, as determined by the Executive Committee.

#### NOTICE OF MEETINGS

32. A meeting of the directors and the Executive Committee may be convened at any time by the President or any two Directors. Notice of meeting shall be given to each director and Executive Committee member at least three days before the meeting is to take place. It is the responsibility of persons convening the meeting to notify the other directors or executive committee members of the meeting, stating the time, location, date and order of business. This notification may be made verbally, by phone, personal contact, by mail or by fax device.

### QUORUM AND VOTING

33. A majority of the Directors and the Executive Committee shall constitute a quorum for the transaction of business. Questions arising at any meeting shall be decided by a majority vote. In case of any equality of votes the Chairperson of the meeting, in addition to his/her original vote, shall have a second or casting vote.

### INDEMNITIES TO DIRECTORS AND OTHERS

34. Every director or officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association and their heirs, executors and administrators and estate and effect, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Association, from and against:
- A. all cost, charges and expenses whatsoever which such Directors, Officers or other persons sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of what duties of his/her office or in respect of such liability; and
  - B. all other 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 wilful neglect or default.

### FOR THE PROTECTION OF DIRECTORS AND OFFICERS

35. No Director or Officer for the time being of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of any securities in or upon which any of the monies of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation, including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited, or any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or any other assets belonging to the Association or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his/her respective office or trust or in relation thereto unless the same shall happen by or through his/her own wrongful and wilful act or through his/her own wrongful and wilful neglect or default.