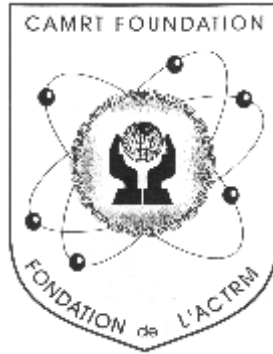


BY - LAWS



CANADIAN ASSOCIATION OF MEDICAL RADIATION TECHNOLOGISTS FOUNDATION

Amended June 2009

GENERAL INFORMATION

The Canadian Association of Medical Radiation Technologists Foundation (CAMRTF) was formed in 1987 by four dedicated Members of the Canadian Association of Medical Radiation Technologists (CAMRT).

The founders were:

Alex Gontar
Ken Mattie
Deborah Murley
Denis Poulin

The original concept for the “Foundation” was to provide funds for Members of the CAMRT who wished to further their professional development or whose interests were in the advancement of the profession of Medical Radiation Technology nationally and internationally whether that be through research, consultation or direct assistance.

Access to Membership to the CAMRTF is through the Canadian Association of Medical Radiation Technologists for Voting Members. The CAMRT is the national association and “birth mother” of the CAMRTF.

BY-LAW

This document is a By-Law relating generally to the transaction of the affairs of the Canadian Association of Medical Radiation Technologists Foundation (herein referred to as the Foundation).

MISSION STATEMENT

The Foundation exists to advance the profession of Medical Radiation Technology by providing financial support for worthy humanitarian, educational and scientific

*contributions through research to the
Profession.*

PURPOSES

The Foundation's funding from charitable donations is for the following specific purposes:

- To provide financial assistance to qualifying individuals enrolled in courses of study related to Medical Radiation Technology.
- To contribute funds for research associated with Medical Radiation Technology.
- To make registration payments for education sessions pertinent to Medical Radiation Technology.
- To award training scholarships to children of CAMRT members who enroll in Medical Radiation Technology programs.
- To reward community involvement by students of Medical Radiation Technology Training Programs through the "Leaders of Tomorrow" scholarship funded by Canadian Nuclear safety Services Inc.

INTERPRETATION

In this document and in all other By-Laws of the Foundation, unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number of the feminine gender, as the case may be, and vice versa and references to persons shall include firms and corporations.

SECTION 1 - INTERPRETATION SECTION

1.01 The name of the Corporation (herein after called the "Foundation") is the Canadian Association of Medical Radiation Technologists Foundation and may be abbreviated to "CAMRTF" for common use.

DEFINITIONS:

1.02 "Board" Board of Directors of the Foundation.

1.03 "Executive" Persons elected or acclaimed as the Officers for the Foundation.

- 1.04** “Committee” A group of Members or other persons appointed by the Board and/or the Membership to provide advice and to assist in the carrying out of the Mission of the Foundation.
- 1.05** “Board Committee” A committee composed entirely of Board Members to provide specific advice to the Executive or perform special tasks as determined by the Board.
- 1.06** “Rules” These rules and procedures that are approved by the Board for implementation of the By-Law.
- 1.07** “AGM” The Annual General Meeting of the Foundation.
- 1.08** “Instrument on Writing” Without limiting the generality thereof, contracts, documents, deeds, mortgages, hypothesis, charges, conveyances, transfers and assignments of property (real or personal, immovable or movable), agreements, tenders, releases, proxies, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignment of shares, stocks, bonds, debentures and other securities and paper writings.
- 1.09** “Archives” Those documents that are identified by the Board that must be retained for future reference and shall include: minutes of Board meetings; grant applications; Letters Patent and Supplementary Letters Patent; and policies and procedures.
- 1.10** “Voting Member” Persons eligible to vote on Foundation business.
- 1.11** “CAMRT” The Canadian Association of Medical Radiation Technologists.
- 1.12** “PMA” Provincial Member Association of the CAMRT.
- 1.13** “Registry” The Members on the CAMRT Registry and those Honourary and Corporate Members of the Foundation.

SECTION 2 - HEAD OFFICE AND SEAL

- 2.01** The Head Office of the Foundation shall be in the City of Ottawa in the Province of Ontario, and at such place therein as the Directors may, from time to time, determine.
- 2.02** The seal, an impression whereof is stamped in the margin hereof shall be the corporate seal of the Foundation, and shall be kept at Head Office in the custody of the individual as determined by the Board.

SECTION 3 - ORGANIZATION

- 3.01** The Foundation will be managed by a Board of Directors composed of an Executive Team and two representatives from the CAMRT Board of Directors. Each Provincial Member Associations of the CAMRT will have a Foundation Liaison to facilitate communication between the Board and the PMA.
- 3.02** The fiscal year will run from 1 January to 31 December of each year.

SECTION 4 - MEMBERSHIP

4.01 Membership:

Shall consist of and be limited to such individuals, corporations, partnership and other legal entities as are admitted as Members by the Board of Directors.

4.02 Classes of Membership:

The following are the Foundation classes of membership:

- a. Voting Members;
- b. Honourary Members; and
- c. Corporate Members

4.03 Voting Members:

- a. Shall pay such dues as the Board so determines.
- b. Are eligible to be a Member of the Board of Directors and/or hold office.
- c. The Voting Membership shall consist of the applicants for incorporation and such persons as may from time to time be admitted into membership of the Foundation as Voting Members by a resolution of the Board of Directors, and, in either case, have not ceased to be Voting Members.
- d. Each voting Member of the CAMRT, regardless of Membership Category, shall automatically become a Voting Member of the Foundation.

4.04 Honorary Members:

Whenever, in the judgement of the Board, it is wise and appropriate to do so, and from time to time, any person may by resolution of the Board, be admitted to Honourary Membership in the Foundation.

- a. Honourary Members shall not pay dues.
- b. Honourary Members shall have no voting privileges.

4.05 Corporate Members:

- a. Corporate Members may include:
 - (i) Corporations whose business activities are related to the profession of Medical Radiation Technology.
 - (ii) Associations or Societies that are involved with, directly or indirectly, the medical radiant energy field.
- b. Corporations shall not pay dues but are encouraged to provide a charitable donation as determined by the Board.
- c. Corporate Members shall not have a vote.

4.06 Membership Fees:

- a. The dues or Membership fees payable by voting Members shall be from time to time fixed by the Board.

- b. Membership fees shall become effective only when ratified by a majority vote of the Members present at the AGM of the Foundation.
- c. The Executive Secretary of the Board shall notify the Members of the Membership fee and of the time payable by them. If the fees are not paid within thirty (30) days of the date of each notice, the Member shall be considered to be in default and shall cease to be a Member of the Foundation.

4.07 Suspension or Expulsion of Members:

- a. Any Member whose annual dues are not paid at the time specified by the Board shall be considered in default of payment of Membership fees. Membership privileges shall be automatically suspended until such time as any penalties or conditions assigned by the board are met in full.
- b. Any Member who no longer is a Member of the CAMRT will have their Membership in the Foundation suspended.

4.08 Resignation of Members:

Any Member may resign by submitting her/his resignation in writing to the Executive Secretary of the Board.

4.09 Reinstatement of Members:

Any previous Member, on payment of all unpaid fees and having requested reinstatement in writing, may be reinstated on a majority vote of the Board provided, however, that suspension from Membership shall not in any event release the Member so suspended from the payment of past dues.

SECTION 5 - MEETINGS

5.01 Notice of Meeting

- a. No public notice nor advertisement of Member's meetings, annual or general, shall be required.
- b. A printed, written or typewritten notice stating the time and place of every such meeting shall be given to each Member by sending the notice by Canada Post and/or through electronic means. Such notice shall be sent to the Member no later than ten (10) days before the time fixed for the holding of such meeting;

provided that any meetings of Members may be held at any time and place without such notice if all the Members of the Foundation are present thereat. At such meeting, any business may be transacted, which the Foundation at annual or general meetings may transact.

- c. No error or omission in the given notice of any or general meeting or any adjourned meeting, whether annual or general, of the Members of the Foundation shall invalidate such meeting or make void any proceedings 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 such notice to any Member, Director or Officer for any meeting or otherwise the address of any Member, Director or Officer shall be his last address recorded on the books/registry of the Foundation.

5.02 Annual and Other Meetings of Members

- a. The annual meeting of the Association shall be held each year at the time and place determined by the Directors.
- b. At every annual meeting, in addition to any other business that shall be transacted, the following items shall be included, but not limited to, the following items:
 - (i) President's Report
 - (ii) Treasurer's Report
 - (iii) The financial statement and the report of the auditors
 - (iv) Appointments to the Board
 - (v) Committee Reports
 - (vi) Appointment of Auditor.
- c. The President or the Board by two-thirds majority of the Members, shall have the power to call, at any time, a general or special meeting of the Members of the Foundation.

5.03 Quorum of Members

A quorum for the transaction of business at any meeting of Members shall be a minimum of twenty- five (25) Voting Members present in person. No business shall be transacted at any meeting unless the said quorum is present.

5.04 Voting of Members

- a. At all meetings of Members, every question shall be decided by a majority of the votes of the Members present in person.

- b. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by a Member. Unless a poll is demanded, a declaration by the meeting Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Foundation 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 or against such resolution. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn the question shall be decided by a majority of votes given by the Members present in person and such poll shall be taken in such manner as the meeting Chair shall direct and the result of such poll shall be deemed the decision of the Foundation upon the matter in question.

5.05 Adjournment

Any meetings of the Members of the Foundation or of the Board 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 adjournments took place. Such adjournment may be made notwithstanding that no quorum is present.

5.06 Special General Meetings

Special General Meetings may be called by the Board of Directors at any time by a special motion signed by not less than ten percent (10%) of the Members of the Foundation entitled to vote at meetings of the Foundation.

Such Special General Meetings shall be held not less than two (2) full weeks and not more than two (2) full months after such notice for such a Special General Meeting has been given and such notice shall include the particular business to be transacted at the Special General Meeting.

SECTION 6 - BOARD OF DIRECTORS & PMA LIAISONS

6.01 Number and Qualification

- a. The affairs of the Foundation shall be managed by a Board of Directors, of whom three (3) shall form a quorum.
- b. The Board of Directors shall consist of:
 - (i) An Executive Team of three (3), President, Treasurer and Executive Secretary.

- (ii) Two (2) Directors from the CAMRT Board of Directors.
- c. Each Director must be a Member of the Foundation, eligible to vote and eligible to hold office.
- d. In addition to the Board, a Liaison from each Provincial Member Association (PMA) will serve as a communication link between the Foundation Board and the PMAs.

6.02 Nominations

- a. The PMA shall appoint, on a bi-annual basis, a PMA Liaison. The appointment shall be made prior to 1 November of applicable year.
- b. Nominations for Members of the Executive may be made by:
 - (i) The Foundation Board
 - (ii) PMAs
 - (iii) The Membership.
- c. The CAMRT Board of Directors shall appoint the two (2) CAMRT Board members to the Foundation Board .

6.03 Term of Office

- a. The length of the term for Members of the Executive shall be three (3) years. The terms for each of the three (3) Members of the Executive shall be staggered to preserve continuity. Members of the Executive may serve two (2) consecutive terms in each office and shall retire for at least one (1) year before considering serving once again.
- b. The Term of Office for the PMA Liaison shall be two (2) years, renewable indefinitely.
- c. The Term of Office shall run from 1 January to 31 December each year.

6.04 Vacating Office

The office of Director shall be automatically vacated if:

- (i) A Director shall resign the office by submitting their resignation to the Executive Secretary of the Board.
- (ii) If they become bankrupt or suspends payment/compounds with creditors, makes an unauthorized assignment or is declared insolvent.
- (iii) If convicted of any indictable criminal offence.
- (iv) If at a special general meeting of members, a resolution is passed by three-quarters of the votes cast thereat, that they be removed

- from office.
 - (v) In the event of their death.
 - b. Provided that if any vacancy shall occur for any reason:
 - (i) For a Board position, the remaining Directors may appoint a qualified person to fill the vacancy for the remainder of the term. Failing this, a special meeting may be called of the Members of the Foundation to elect that part of the Board, at a meeting called for that purpose a qualified person to fill the vacancy for the remainder of such term.
 - (ii) For a PMA Liaison, the Board of Directors or Executive Committee of the PMA in which the vacancy has occurred shall appoint a member to fill the vacancy for the remainder of the term.

6.05 Meetings of the Board of Directors

- a. Except as otherwise required by law, the Board may hold meetings at such place or places, or by such means as it may from time to time determine.
- b. Meetings may be held in person or through electronic means. Such meetings if held by electronic means:
 - (i) Must permit all Directors participating in the meeting to communicate adequately with each other
 - (ii) Each Director must have consented, in advance, to the method of communication and has equal access
 - (iii) Procedures shall be in place for establishing a quorum and recording votes
 - (iv) Shall identify in advance how security issues will be handled.
- c. No formal notice of any such meeting shall be necessary if all Directors are present, or if those absent have signified their consent to the meeting being held in their absence.
- d. Meetings may be formally called by the President or any other two (2) of the Board members. Notice of such meetings shall be delivered to the Directors via electronic means not less than five (5) days before the meeting is to take place. The statutory declaration of the President or Executive Secretary of the Board 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 meetings no notice needs to be sent. A Directors meeting may also be held, without notice, immediately following the annual meeting of the Members of

the Foundation. The Directors may consider or transact any business, either special or general, at any meeting of the Board.

- e. No error or omission in giving such notice for a Meeting of Directors shall invalidate such meeting and 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.

6.06 Voting

- a. Each Director personally present shall be entitled to one (1) vote on all questions arising at the meeting of the Board. Questions arising at any meeting of the Board shall be decided by a majority of votes.
- b. All votes at any Board meeting shall be taken by ballot if so demanded by any Director present. If no such demand is made, voting shall be in accordance with Article 6.06a.
- c. In the event of a tied vote, the Chair shall cast the deciding vote.
- d. A declaration by the meeting Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible as evidence as prima facie proof that the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

SECTION 7 – EXECUTIVE

7.01 Executive

The Executive of the Foundation shall be a President, Treasurer and Executive Secretary of the Board.

7.02 Appointment/Election of Executive

- a. The Executive of the Foundation may be elected, appointed or a combination of the two.
- b. Executive of the Foundation may be chosen as follows:
 - (i) Appointed by the Board
 - (ii) Elected by the Board

- (iii) Recommended by the Membership and approved by the Board.

7.03 President

The President shall be the Chair of the Board and President. He/She shall preside at all meetings of the Foundation and the Board. He/She shall report to all Annual Meetings of the Foundation and be an ex-officio member of all committees of the Foundation.

The President shall manage the affairs of the Foundation in accordance with the policies and procedures of the Foundation.

The President shall sign all minutes of Foundation meetings and the Foundation By-Law.

7.04 Treasurer

The Treasurer shall perform all duties incidental to the Office, which are from time to time required by the Board and/or documented in the policies and procedures of the Association.

The Treasurer shall be vested with all the powers of and shall perform all the duties of the President in the event of the absence of the President or the President's inability or refusal to act.

7.05 Secretary of the Board/Executive Secretary

The Secretary of the Board, the Executive Secretary, shall be responsible for the Corporate Seal and the minutes of all meetings of the Foundation.

The Executive Secretary shall perform all duties incidental to the Office and which are from time to time required by the Board and/or are documented in the policies and procedures of the Foundation.

7.06 Limitation of Authority

- a. No member of the Executive shall obligate the Foundation or commit it to any policy, program, purchase, sale or responsibility without the expressed authority of the Board in each case. The President and Treasurer may accept property on behalf of the Foundation tentatively on condition that such acceptance shall be withdrawn and cancelled if confirmation is not formally given at the next meeting of the Board following such tentative acceptance.
- b. The Executive Team has the authority to make decisions on Foundation business between Board meetings subject to ratification by the Board.

7.07 Delegation of Powers

In the case of the absence or inability to act of any Executive of the Foundation or for any other reason that the Board may deem sufficient, the Board may delegate the powers of such Executive to any other Executive or to any Director for the time being, provided that a majority of the Board then in office concur therein.

7.08 Power to Make Rules

The Board may make rules relating to the administrative and internal affairs of the Association, consistent with this By-Law. Without limiting the generality of the foregoing, the Board shall make rules regarding:

- a. The execution of documents by the Board
- b. Banking and finance
- c. Remuneration of Officers, Directors and Committee Members
- d. Creation of Committees and appointments thereto
- e. Membership, registration and fees
- f. Reimbursement of expenses incurred on behalf of the Foundation.
- g. Rules and procedures for purposes of implementation of this By-Law.

SECTION 8 - COMMITTEES

8.01 Committees - General

By resolution of the Board, committees consisting of two (2) or more Members of the Foundation may be constituted and empowered to supervise particular activities of the Foundation. Each committee so constituted shall have such powers and duties and such term of existence as shall be prescribed by the Board. Members of any committee so appointed shall serve at the pleasure of the Board and the Board shall determine their remuneration from time to time.

8.02 Agents and Representatives

The Board may appoint such agents and representatives of the Corporation with such powers to perform such acts or duties on behalf of the Foundation as the Board shall see fit, so far as it is consistent with this By-Law, and to the extent authorized or permitted by law.

8.03 Executive Team

The Executive Team shall consist of three (3) Members consisting of the President, the Treasurer and Executive Secretary of the Board which, along with the two (2) CAMRT

Board members, shall possess and exercise all the powers of the Board.

8.04 CAMRT Strategic Planning

The President shall be included in the CAMRT strategic plan development.

8.05 Committees of the Board

The Directors of the Foundation may be asked to sit on Committees called Committees of the Board.

8.06 Special Committees

The Board shall appoint Special Committees as may be required to meet the needs of the Foundation from time to time. Such special Committees shall be formed for a period not to exceed one (1) year.

8.07 Standing Committees

The Board shall establish Standing Committees when such Committees are required to meet the needs of the Foundation. The Board shall establish the terms of reference for such Committees and appoint the Committee Chairs.

SECTION 9 - GENERAL MATTERS

9.01 Books and Records Maintenance

The Board shall see that all necessary books and records of the Foundation required by the By-Law of the Foundation or by any applicable statute or law are regularly and properly kept.

9.02 Examination of Books and Documents

Each Member shall have the right to inspect any book or document of the Foundation as conferred by statute or as authorized by the Board or by resolution of the Voting Members at a general meeting. Access to such documents will be as described in the policies and procedures of the Foundation.

9.03 Indemnification

Each Director and their heirs, executors, administrators and estate and effects of such Director shall be indemnified and saved harmless out of the funds of the Foundation from

and against:

- a. All costs, charges and expenses whatsoever that Director sustains or incurs in or about any action, suit, or proceeding that is brought, commenced or prosecuted against such director, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such Director, in or about the execution of the duties of the office; and
- b. All other costs, charges and expenses that such Director sustains or incurs in or about or in relation to the affairs, except such costs, charges or expenses are as occasioned by the wilful neglect or default of such Director.

9.04 Signing Powers - Cheques

All cheques require the signature of two (2) of the following; any of the three (3) Executives, the CAMRT CEO or the CAMRT Director of Finance.

9.05 Signing Powers - General

- a. Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by the President and any one(1) member of the Executive and the Corporate Seal shall be affixed to such instruments as require the same.
- b. Notwithstanding any provisions to the contrary contained in the By-Law of the Foundation, the Board may at any time, by resolution, direct the manner in which and the person or persons by whom, any particular instrument, contract or obligation of the Foundation may or shall be executed.

9.06 Financial Records

The Foundation's bank accounts shall be kept in such chartered banks, trust companies, or other firms or corporations carrying on a financial business as the Board may, by resolution from time to time determine.

Cheques in the bank accounts, drafts drawn or accepted by the Foundation, promissory notes by it, acceptances, bills of exchange, orders for the payment of money and other instruments of a like nature may be made, signed, drawn, accepted or endorsed as the case may be, but such Officer or Officers, persons or persons as the Board may, from time to time, name for the purpose and/or is documented in the policies and procedures of the Foundation.

Cheques, promissory notes, bills of exchange, orders for the payment of money and other negotiable papers may be endorsed for deposit to the credit of the Foundation by such Officer or Officers, person or person, as the Board may from time to time name for that purpose, or they may be endorsed for such deposit in accordance with the policies and

procedures of the Foundation.

9.07 Amendment of the By-Law

By-Laws of the Foundation may be enacted, and the By-Laws repealed or amended by a By-Law enacted by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds of the Members at a meeting duly called for the purpose of considering the said By-Law, provided that the repeal or amendment of such By-Law shall not be enforced or acted upon until the approval of the Minister has been obtained.

SECTION 10 - REPEAL

10.1 All previous general By-Laws of the Foundation are hereby repealed.