

# SOCIETY ACT

## Bylaws of The British Columbia Association of Medical Physicists

### Part 1 - Interpretation

1. (1) In these bylaws, unless the context otherwise requires:

“**directors**” means the directors of the society for the time being;

“**Society Act**” means the *Society Act* of British Columbia from time to time in force and all amendments to it;

“**registered address**” of a member means the member’s address as recorded in the register of members.

(2) The definitions of the *Society Act* on the date these bylaws become effective apply to these bylaws.

2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

### Part 2 - Membership

3. There shall be four (4) classes of members:

- a) Full Members
- b) Associate Members
- c) Student Members
- d) Retired Members

4. Full Members are the applicants for incorporation of the society and those persons who subscribe to the specific purposes of the BCAMP, and are practising medical physicists as determined by a review of their membership application by the directors, and

- a)
  - i) have earned a post-graduate degree in medical physics, a physical science or engineering from a recognized university or have an equivalent combination of education and experience as determined by the directors, and
  - ii) have successfully passed such examination, if any, as may be established from time to time by the directors.
- or b)
  - i) are Members or Fellows of the Canadian College of Physicists in Medicine (CCPM), or
  - ii) hold equivalent certification by another organization, as determined by the directors from time to time.

These persons become Full members upon approval of their membership application by

the directors and payment of the full membership fee. Full Members may serve as directors of the society. Each Full Member in good standing shall be entitled to one vote at any general meeting (s)he attends.

5. Associate Members are those physical scientists or engineers not otherwise eligible for Full Membership whose membership application has been approved by the directors and who have paid the prescribed Associate Membership fee. Associate Members may attend general meetings but do not have voting rights and may not serve as directors.
6. Student Members are those persons who are in full time study towards the first degree in a field which would qualify them for Full Membership in the society and who, in each year, submit proof of their student status. These persons become Student Members upon approval of their membership application by the directors and upon payment of the prescribed Student Membership fee. Student Members may attend general meetings but have no voting rights and may not serve as directors.
7. Retired Members are members who, in the past, were eligible for Full Membership but who, by virtue of retirement, no longer practice medical physics for remuneration. These persons become Retired Members upon approval of their application by the directors and payment of the specified Retired Membership fee. Retired Members may attend general meetings but do not have voting rights and may not serve as directors.
8. A member ceases to be a member in good standing if his/her annual membership fee remains unpaid sixty (60) days after the due date of such payment.
9. A person ceases to be a member of the society
  - a) by delivering notice of his/her resignation in writing to the Secretary or by mailing or delivering it to the address of the society, or
  - b) on his/her death, or
  - c) on being expelled, or
  - d) on having been a member not in good standing for nine (9) consecutive months.
10.
  - a) On recommendation by the directors, a member may be expelled, suspended or reprimanded for engaging in unprofessional activities by a special resolution passed at a general meeting.
  - b) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
  - c) The member who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
11. Upon incorporation of the society, the initial annual fee for each class of membership shall be determined by the directors. Thereafter, the annual fee for each class of members shall be proposed by the directors and approved by the membership at an

Annual General Meeting.

### **Part 3 - Meetings of Members**

12. General meetings of the society shall be held at the time and place, in accordance with the *Society Act*, that the directors decide.
13. Every general meeting, other than an Annual General Meeting, is an extraordinary general meeting.
14.
  - 1) The directors may, when they think fit, convene an extraordinary general meeting.
  - 2) The directors shall, upon written request of at least 10% of the voting members, call an extraordinary general meeting within sixty (60) days.
15.
  - 1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
  - 2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
16. The first Annual General Meeting of the society must be held not more than fifteen (15) months after the date of incorporation and after that an Annual General Meeting must be held at least once in every calendar year and not more than fifteen (15) months after holding the last preceding Annual General Meeting.

### **Part 4 - Proceedings at General Meetings**

17. Special business is
  - a) all business at an extraordinary general meeting except the adoption of the rules of order, and
  - b) all business conducted at an Annual General Meeting, except the following:
    - i) the adoption of the rules of order;
    - ii) the consideration of the financial statements;
    - iii) the report of the directors;
    - iv) the report of the auditor;
    - v) the election of directors;
    - vi) the appointment of the auditor;
    - vii) the other business that, under these bylaws, ought to be

conducted at an Annual General Meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

18.
  - 1) business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
  - 2) If at any time during a general meeting there ceases to be quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
  - 3) A quorum is three (3) directors plus seven (7) members present or a greater number that the members may determine at a general meeting.
19. If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.
20. Subject to bylaw 21, the President of the society, the Vice-President or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
21. If at a general meeting
  - a) there is no president, vice-president or other director present within fifteen (15) minutes after the time appointed for holding the meeting, or
  - b) the president and all the other directors present are unwilling to act as chair,the members present must choose one of their number to be the chair.
22.
  - 1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - 2) When a meeting is adjourned ten (10) days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
  - 3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
23.
  - 1) A resolution proposed at a general meeting must be seconded, and the chair of a meeting may move or propose a resolution.
  - 2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which (s)he may be entitled as a member, and the

proposed resolution does not pass.

24.
  - 1) A Full Member in good standing present at a meeting of members is entitled to one vote.
  - 2) Voting is by show of hands unless a procedural motion is passed calling for a secret ballot.
  - 3) Voting by proxy is not permitted
25. Associate, student and retired members shall have the privilege of the floor but are not entitled to vote.

#### **Part 5 - Directors**

26.
  - 1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
    - a) all laws affecting the society,
    - b) these bylaws, and
    - c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
  - 2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
27. The directors of the society shall be
  - a) Past-President
  - b) President
  - c) Vice-President
  - d) Secretary
  - e) Treasurer
  - f) Councillor

The offices of Secretary and Treasurer may be held by one individual who shall be known as the Secretary-Treasurer. If a Secretary-Treasurer holds office, the number of directors shall be five (5) or such greater number as may be determined from time to time at a general meeting. At least 50% of the directors shall be Members or Fellows of the Canadian College of Physicists in Medicine.

28. The offices of Vice-President, President and Past-President shall normally be held

consecutively by one person. After serving one year in each of these offices in turn, a member shall not be eligible for re-election to any of these three positions for a period of two years.

29. The Secretary, Treasurer, and Councillor shall hold office for three years. The election of these three directors shall normally be held in successive years. After a full term in any of these positions, a member shall not be eligible for re-election to the same position for two years.
30. Upon incorporation, the applicants for incorporation shall appoint the initial directors from their own number. At the first Annual General Meeting, the members present shall elect members to each of the positions. The Secretary so elected shall hold office for one year, the treasurer elected shall hold office for two years, and the councillor shall hold office for the full term of three years. Thereafter, at each Annual General Meeting the members shall elect a Vice-President and one of the Secretary, Treasurer and Councillor as provided in Bylaws 28 and 29. Having not served a full three-year term, the Secretary and Treasurer elected at the first Annual General Meeting shall be eligible for re-election to the same offices.
31. The Nominating Committee is composed of the Past-President, who will serve as Chair, and two members appointed by the Secretary who are not directors of the society.
32. The nominating committee shall solicit nominations for the offices to be filled at least three months in advance of the Annual General Meeting each year. All members are encouraged to submit nominations to the committee. Nominations must be in writing and must be signed by the nominee indicating his/her acceptance of the nomination.
33. Election of directors shall be by mail ballot. Ballots shall be mailed to each Full Member at his/her registered address at least thirty (30) days prior to the Annual General Meeting. Marked ballots must be received by the Secretary not less than ten (10) days prior to the Annual General Meeting and those ballots received by the designated date shall be counted by the Past-President plus one other Full Member of the society who is not a nominee for any of the offices. The past-President will report the results to the President at/prior to the Annual General Meeting where the President will announce the results.
34. The highest number of votes for each office will determine the elected director except for the case where this would cause the majority of directors to be neither Members nor Fellows of the CCPM. In that case, the CCPM Member or Fellow with the highest number of votes will be elected.
35. The directors thus elected, with the exception of the Treasurer, will take office at the conclusion of the Annual General Meeting. The Treasurer will take office on the first day of the next fiscal year as set out in bylaw 56.
36. The office of a director shall be automatically vacated:
  - a) if a director shall resign his/her office by delivering a written resignation to the Secretary of the society;
  - b) if (s)he is found by a court to be of unsound mind;

- c) if (s)he becomes bankrupt or suspends payment or compounds with his/her creditors;
  - d) if at a General Meeting a special resolution is passed that (s)he be removed from office; or
  - e) on death.
37. 1) In the event that a vacancy occurs among the directors between Annual General Meetings, an interim appointment shall be made by the remaining directors by majority vote. The remainder of the term will be filled by an election at the next Annual General Meeting.
- 2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
38. The directors shall serve without remuneration and no director shall receive any direct or indirect profit from his/her position as such but shall be reimbursed for all expenses necessarily and reasonably incurred personally while engaged in the affairs of the society.

#### **Part 6 - Proceedings of Directors**

39. 1) The directors shall meet at least once per calendar year at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is the majority of the directors then in office.
- 3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within thirty (30) minutes after the time appointed for holding the meeting, the vice-president must act as chair, but if neither is present the directors present may choose one of their number to be the chair of that meeting.
- 4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
40. 1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- 2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed upon it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
41. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within thirty (30) minutes of the time appointed for

holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.

42. The members of a committee may meet and adjourn as they think proper.
43. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
44. A director who may be temporarily absent from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex, cable, facsimile transmission or e-mail, of any notice meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
  - a) a notice of meeting of directors is not required to be sent to that director, and
  - b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of directors is present, are valid and effective.
45.
  - 1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
  - 2) A resolution proposed at a meeting of directors or committee of directors must be seconded, and the chair of a meeting may move or propose a resolution.
  - 3) In the case of a tie vote, the chair does not have a second or casting vote and the resolution fails to pass.
46. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

#### **Part 7 - Duties of Directors**

47. The President shall be the chief executive officer of the society and shall preside at all meetings of the society and of the directors. (S)He shall supervise the other directors in the execution of their duties.
48. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as may from time to time be imposed upon him/her by the directors.
49. The Secretary shall:
  - a) conduct the correspondence of the society;



- b) issue notices of meetings of the society and directors;
- c) keep minutes of all meetings of the society and directors;
- d) have custody of the common seal of the society and of all records and documents of the society except those required to be kept by the Treasurer;
- e) maintain the register of members, and
- f) perform such other duties as may be determined from time to time by the directors.

50. The Treasurer shall:

- a) keep the financial records, including books of account, necessary to comply with the *Society Act*;
- b) deposit moneys and other valuable effects in the name and to the credit of BCAMP in depositories designated by the directors;
- c) disburse the funds of the BCAMP as may be ordered by the directors, taking proper vouchers for such disbursements;
- d) render financial statements to the directors, members and others when required, and
- e) perform such other duties as may be determined from time to time by the directors.

51. The Past-President shall be responsible for matters involving other organizations. (S)He shall be the Chair of the Nominating Committee and shall carry out such other duties as may be determined from time to time by the directors.

52. The Councillor shall advise, counsel and report to the directors on matters relating to Professional Affairs and shall carry out such other duties as may be determined from time to time by the directors.

53. In the absence of the Secretary from a meeting, the directors shall appoint another person to act as secretary for that meeting.

#### **Part 8 - Seal**

54. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

55. The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary-treasurer.

## **Part 9 - Finances / Borrowing**

56. The fiscal year of the society shall be the calendar year.
57. The signing officers of the society shall be any two of the directors in office at the time.
58. The directors must not borrow money or issue debentures on behalf of or in the name of the society except as authorized by special resolution at a general meeting of the members.

## **Part 10 - Auditor**

59. The directors shall appoint an auditor to hold office until the first Annual General Meeting.
60.
  - 1) At each Annual General Meeting the society shall appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next Annual General Meeting.
  - 2) If the office of auditor should become vacant between Annual General Meetings, the directors shall appoint a new auditor to hold office until the next Annual General Meeting
61. An auditor may be removed by ordinary resolution.
62. An auditor must be promptly informed of the auditor=s appointment or removal.
63. A director or employee of the society must not be its auditor.
64. The auditor may attend general meetings.

## **Part 11 - Notices to Members**

65. A notice may be given to a member, either personally or by mail to the member at the member's registered address.
66. A notice sent by mail is deemed to have been given on the second day following the day on which the notice was posted, and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
67.
  - 1) Notice of a general meeting must be given to
    - a) every member shown on the register of members on the day the notice is given, and
    - b) the auditor.
  - 2) No other person is entitled to receive a notice of a general meeting.

## **Part 12 - Bylaws**

68. On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
69. These bylaws must not be altered or added to except by special resolution.