



CANADIAN SOCIETY OF RESPIRATORY THERAPISTS
SOCIÉTÉ CANADIENNE DES THÉRAPEUTES RESPIRATOIRES

**A by-law relating to the conduct of the affairs of the
Canadian Society of Respiratory Therapists (CSRT)
(the “Association”)**

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BE IT ENACTED as a by-law of the Corporation as follows:

SECTION 1 - General

1.1 Definitions¹

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- i. “**Act**” means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

- ii. **“articles”** means the Articles of Continuance filed with Corporation Canada by the Canadian Society of Respiratory Therapists pursuant to the Act, and as may be amended from time to time;
- iii. **“Association”** means the Canadian Society of Respiratory Therapists / Société canadienne des thérapeutes respiratoires;
- iv. **“board”** means the board of directors of the Association;
- v. **“director”** means a member of the board;
- vi. **“by-law”** means this by-law and any other by-laws of the Association as amended and which are, from time to time, in force and effect;
- vii. **“meeting of members”** includes an annual meeting of members or a special meeting of members; “special meeting of members” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- viii. **“officers”** refers to individuals who serve specific functions at the pleasure of the board and shall be the signing officers for the Association. Officers include the President, President-Elect, Immediate Past-President, Treasurer and the Executive Director.
- ix. **“ordinary resolution”** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- x. **“proposal”** means a proposal submitted by a member of the Association that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- xi. **“Regulations”** means the regulations made under the Act, as amended, restated, or in effect from time to time;
- xii. **“Rules and Procedures”** means the board-approved rules and procedures that serve as an addendum to these and any by-laws of the Association; and
- xiii. **“special resolution”** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.1 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.3 Corporate Seal

The Association shall have a corporate seal and the Association's Executive Director shall be the custodian of the corporate seal.

1.4 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its officers. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

1.5 Financial Year End

The financial year end of the Association shall be determined by the board of directors.

1.6 Banking Arrangements

The banking business of the Association shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint, or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Association and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.7 Annual Financial Statements

The Association shall provide the annual financial statements and other documents to its members, as referred to in subsection 172(1) (Annual Financial Statements) of the Act, and shall publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Association and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

SECTION 2 – MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

2.1 Membership Conditions

The Association shall be composed of members who have submitted their membership application, paid their dues and are recorded under a category of membership of the Association.

2.2.1 Categories of membership

A- Voting membership:

- i) Distinguished Life member – is a registered member who has rendered distinguished services to the society and is selected by the board of directors to this classification of distinguished membership.
- ii) Registered member – any person holding a valid Certificate of Registry, or credential, from the Society or a Provincial Regulatory Body and who has paid the annual dues set by the Board of Directors
- iii) Retired registered member – any person who qualifies for registered membership, has reached the age of 55, is no longer directly or indirectly gainfully employed in the practice of respiratory therapy and has paid the annual dues set by the board of directors.

Voting membership shall be available only to distinguished life, registered and retired registered members who have applied and have been accepted for voting membership in the Association.

Each voting member is entitled to receive notice of, attend and vote at all meetings of members and each voting member shall be entitled to one (1) vote at such meetings.

Access to membership within each of the above voting categories shall be in accordance to the Rules and Procedures of the Association, as established by the board of directors. The term of voting members shall be determined by the board of directors, and subject to renewal and in accordance with the policies of the Association.

B- Non-voting membership:

- i) Associate member – any person not holding a Certificate of Registry from the Society, who has paid the applicable annual dues set by the Board of Directors.
- ii) Student member – any person who is registered as a student in an accredited respiratory therapy education program and who has paid the dues set by the Board of Directors.
- iii) Honorary Life member – any person who might not otherwise be eligible for membership in the Association, or who is a commercial representative, and who has rendered distinguished service to the profession of respiratory therapy may be selected by the board of directors to this classification of membership.
- iv) Corporate member – any industry partner who has paid its annual dues set by the Board of Directors.

Non-voting membership shall not be entitled to receive notice of, attend or vote at meetings of the members of the Association.

Access membership within each of the above non-voting categories shall be in accordance to the Rules and Procedures of the Association, as established by the board of directors. The term of non-voting members shall be determined by the board of directors, and subject to renewal and in accordance with the policies of the Association.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendment to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

SECTION 3 – MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.1 Membership Dues

Members shall be notified in writing or by electronic means of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Association.

3.2 Termination of Membership

A membership in the Association is terminated when:

- i. the member dies, or in the case of a member that is a corporation, the corporation is dissolved;
- ii. a member fails to maintain any qualifications for membership described in Section 2.1 of these by-laws;
- iii. the member resigns by delivering a written resignation to the chair of the board of the Association in which case such resignation shall be effective on the date specified in the resignation;
- iv. the member is expelled in accordance with Section 3.3 below or is otherwise terminated in accordance with the articles or by-laws;
- v. the member's term of membership expires; or
- vi. the Association is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.

3.3 Discipline of Members

The board of directors shall have authority to suspend or expel any member from the Association for any one or more of the following grounds:

- i. violating any provision of the articles, bylaws, or written policies of the Association;
- ii. carrying out any conduct which may be detrimental to the Association as determined by the board of directors in its sole discretion;
- iii. for any reason that the board of directors in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.

In the event that the board of directors determines that a member should be expelled or suspended from membership in the Association, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Association. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 4 - MEETINGS OF MEMBERS

4.1 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Association and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

4.2 Chair of the Meeting

The meeting of members shall be chaired by the President, or if absent, by the President-Elect. In the event that the President and the President-Elect are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.3 Quorum

The quorum for general meetings of members shall consist of not less than fifty (50) members with voting privileges plus a majority of the board. Quorum shall not include absentee votes.

The quorum for a committee of the Association shall be the Chair of the committee or a person designated by the Chair as a designate, and a majority of the committee members.

The quorum must be present at the opening of the meeting, and business may proceed even if the quorum is not present throughout the meeting.

If, within one-half hour (30 minutes) from the time appointed for a meeting a quorum is not present, no business may be conducted other than to set the date and time of the next meeting.

4.4 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- i. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 60 days before the day on which the meeting is to be held; or
- ii. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 days before the day on which the meeting is to be held.⁵

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to the by-laws of the Association to change the manner of giving notice to members entitled to vote at a meeting of members.

4.5 Votes to Govern

At any meeting of members of the Association, every member present with voting privileges shall be entitled to cast a single vote on every question. Unless otherwise provided by the articles or by-laws or by the Act, decisions shall be reached by a majority (50 + 1) of the votes cast on the question unless otherwise required by the Act. The Chair of the meeting shall declare all results of voting.

In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

On any motion, a declaration by the Chair of the meeting that a decision has been reached and an entry into the minutes of the meeting to that effect shall be conclusive evidence of the decision.

4.6 Absentee Voting

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by one of the following means determined by the Board of Directors:

- i. by proxy;
- ii. by telephonic, electronic or other communication means in accordance with the regulations.

The system selected by the Board of Directors for absentee voting permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to the by-law of the Association to change this method of voting by members not in attendance at a meeting of members.

SECTION 5 –DIRECTORS

5.1 Election and Term

The affairs of the Association shall be managed by a Board of Directors (“board”). Eligible members of the Association shall elect the directors to the board and such election results shall be ratified by the members at each annual general meeting following an election.

Directors will hold office for a term of not less than two years and not more than four years following the election, unless selected for an officer position.

SECTION 6 - Meetings of Directors

6.1 Calling of meeting

Meetings of the board may be called by the President or President-Elect or at the request in writing of three (3) directors at such time and place within Canada as shall be determined by the directors. A mutually practical communication method, such as a teleconference or other electronic means, may constitute a meeting.

6.2 Notice of meetings

Notice of meetings of the board shall be sent to each member of the board not less than ten (10) days prior to the date of the meeting. Failure to notify any director shall not

invalidate the meeting nor any business conducted at such meeting. The presence of a director at a meeting shall waive any requirement that notice be given.

6.3 Quorum

At every meeting of directors, whether face-to-face or via teleconference or by other electronic means, the presence of the President or Vice-President along with 50% or more of directors shall constitute a quorum.

6.4 Chairing of meetings of the board

The President shall Chair all meetings of the board. In the event of the absence of the president or his inability or refusal to act, the President-Elect shall become Chair. In the absence of both the President and President-Elect or their inability or refusal to act, the board shall appoint an interim Chair, who must be a director of the Association, for purposes of the meeting.

6.5 Votes to Govern

Decisions of the board shall be reached by a simple majority (50 + 1) of votes. In the event of a tie vote, the Chair of the meeting shall have a second or casting vote.

6.6 Limits of Liability

Subject to the Act, the directors and officers of the Association are indemnified and saved harmless out of the funds of the Association, except where such costs, charges or expenses are incurred by the directors on willful neglect or default.

6.7 Committees

The board may, at its sole discretion, establish committees, workgroups, task forces, or advisory groups as it deems necessary or appropriate to further the objectives of the Association, subject to the Act, with such powers as the board shall see fit. One such committee shall be the Council on Accreditation of Respiratory Therapy Education (CoARTE).

The members of each committee, workgroup, task force, advisory group shall be appointed as defined by the terms of reference for that committee and ratified by the board. Any such committee, workgroup, task force or advisory group may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

SECTION 7 – OFFICERS

7.1 Description of Officers

Unless otherwise specified by the board which may, subject to the Act modify, restrict or supplement such duties and powers, the officers of the Association, shall be appointed by the board and have the following duties and powers associated with their position:

- i. **President and Chair of the Board** – The President shall be a Director and shall serve as Chair of the board. The President and Chair of the board shall, when present, preside at all meetings of the board of directors and of the members. The President and Chair of the board shall have such other duties and powers as the board may specify.
- ii. **President-Elect**– The President-Elect shall be a director and shall serve as vice-chair of the board. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- iii. **Treasurer** – The treasurer shall be a director and provide oversight of all financial affairs as the board may specify.
- iv. **Executive Director** – The Executive Director shall not be a member of the board. The Executive Director shall be the chief operating officer of the Association and shall, subject to the authority of the board, have general responsibility for the supervision of the affairs of the Association. The Executive Director shall be an ex-officio member of all other committee, workgroup, task force and advisory group of the Association and may attend all meetings of the board, committees, workgroups, task forces and advisory groups.

The powers and duties of all other officers of the Association shall be such as the terms of their engagement call for, or if the board or president requires them. The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

7.2 Vacancy of Officer

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Association. Unless so removed, an officer shall hold office until the earlier of:

- i. the officer's successor being appointed,
- ii. the officer's resignation
- iii. such officer ceasing to be a director (if a necessary qualification of appointment)
or
- iv. such officer's death.

If the office of any officer of the Association shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

SECTION 8 – NOTICES

8.1 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Association or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Association in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the 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; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The executive director may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the executive director to be reliable. The declaration by the executive director that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.2 Invalidity of any provision of the by-law

The invalidity or unenforceability of any provision of the by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

8.3 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 9 – DISPUTE RESOLUTION

9.1 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Association are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this by-law.

9.2 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers committee members or volunteers of the Association arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Association is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Association as set out in the articles, by-laws or the Act, and as an alternate to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- i. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Association) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- ii. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- iii. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the members referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Association is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the

arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law, or mixed fact and law.

- iv. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

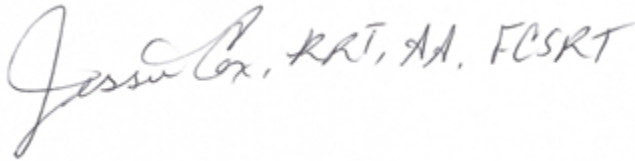
SECTION 10 – EFFECTIVE DATE

10.1 Effective Date

Subject to the matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No.1 of the Corporation, as enacted by the directors of the Association by resolution on the 24th day of February, 2014 and confirmed by the members of the Association by special resolution on the 23rd day of May, 2014.

Signed in Ottawa, Ontario on this 3rd day of July, 2014.



Jessie Cox, RRT
President,
Canadian Society of Respiratory Therapists



Christiane Ménard
Executive Director
Canadian Society of Respiratory Therapists