

GENERAL BY-LAWS

FINANCIAL BY-LAWS

October 2007

INDEX (Part I)

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THE CANADIAN SOCIETY OF RESPIRATORY THERAPISTS

LA SOCIÉTÉ CANADIENNE DES THÉRAPEUTES RESPIRATOIRES

GENERAL BY-LAWS (to October 2007)

I. FISCAL YEAR

The fiscal year of THE CANADIAN SOCIETY OF RESPIRATORY THERAPISTS/LA SOCIÉTÉ CANADIENNE DES THÉRAPEUTES RESPIRATOIRES (CSRT/SCTR) hereinafter referred to as the "Society") shall end on the 31st day of December of each year.

II. MEMBERSHIP

1. Classes of Membership

A member is any individual or group belonging to any of the classes of membership set out at paragraphs (1) to (7) below.

Current Members:

- (1) **Honorary Member** - Any person elected as such by the Board of Directors of the Society (hereinafter referred to as the "Board");
- (2) **Registered Member** - any person holding a valid certificate of Registry from the Society and who has paid his annual dues and has received the approval of the Board;
- (3) **Student Member** - Any person who is training in Respiratory Therapy in an institution approved/accredited by the Council on Accreditation for Respiratory Therapy Education (hereinafter referred to as CoARTE) and who has paid his annual dues and has received the approval of the Board;
- (4) **Associate Member** - Any person not holding a Certificate of Registry from the Society, who has paid the applicable annual dues and has received the approval of the Board;
- (5) **Inactive Member** - Any Registered Member ceasing to be active in the field of Respiratory Therapy and not currently functioning in a role related directly or indirectly to Respiratory Therapy, and desiring to remain associated with the Society, who has paid his annual dues, and has received the approval of the Board;
- (6) **Business, Commercial or Industrial Member** - an individual, proprietorship, partnership, association, body corporate, trustee, executor, administrator or legal representative not holding a Certificate of Registry from the Society, who has paid the applicable annual dues and has received the approval of the Board;

Non Current Members:

- (7) **Former Member** - Any person, or group, who was previously a current member of the Society.

2. Dues and Fees

- (1) **Dues** - All classes of members, except Honorary and Former members, shall pay such dues, including membership dues, as are prescribed by the Board and approved by a Resolution passed by a majority of the votes cast by the Registered Members who voted in respect of such Resolution at a meeting of Registered Members called to consider same.

- (a) **Fees** - Fees shall be prescribed in an amount which the Board, in its discretion, shall from time to time determine.
 - (b) **Effective Date** - The Resolution setting forth any change in dues or fees shall contain the effective date on which the change comes into force. In the event no date is specified in the Resolution the effective date of change shall be the date upon which the next fiscal year commences.
- (2) All annual dues shall be due and payable on the 1st day of April for the year then commencing, payable to the Society at the Head Office of the Society.
- (3) **Non-Payment of Dues**
- (a) A member whose annual dues remain unpaid on the 1st day of May shall not be entitled to receive notice of any meeting of the Society, shall not be entitled to vote at any such meeting and shall forthwith have his name removed from the current membership lists in the Society. Such removal of name shall not relieve him from liability to pay his arrears of such annual dues.
 - (b) Any Former Member who has had his name removed from the list of current members for failure to pay annual dues to the Society may be reinstated in the Society and have his name replaced on the list of current members of the Society at the discretion of the Board upon making application for reinstatement and at a reinstatement fee not to exceed the accrued arrears in dues owing.

3. Certificate of Membership

The Board may issue to any applicant with current membership a Certificate of Membership upon receipt of such fees and compliance with such regulations as the Board may require.

III. REGISTRATION AND MEMBERSHIP

1. Qualifications required for Award and Maintenance of the Registry Certificate

Applicants for the Registry Certificate shall fulfill the following requirements:

- (a) Have successfully completed the prescribed course of instruction in an institution approved/accredited by CoARTE; OR have successfully-completed Prior Learning Assessment and any required upgrading by an institution approved/accredited by CoARTE.; and,
- (b) Pass all examinations prescribed by the CSRT; as outlined in the requirements of the Society “to obtain CSRT RRT Registry”. Such examinations must meet recognized psychometric standards as required for credentialing examinations; and
- (c) Be a current member of the Society.

or,

- (d) Meet the requirements set out in the Mutual Recognition Agreement for Respiratory Therapy as maintained by the National Alliance of Respiratory Therapy Regulators and be a current member of the Society.

2. Certificate

Having met the qualifications required for Award of the Registry Certificate, the successful candidate will receive a certificate of registry in a form approved by the Society. (By-Law No. 2/1997)

The CSRT Registry Certificate is only considered valid in conjunction with a current membership in good standing with the Society, in the Registered Member class.

The certificate of registry shall be and remain the property of the Society and shall be held at the pleasure of the Society. The certificate shall be surrendered to a duly authorized Officer of the Society (or his duly appointed agent) upon the recommendation of the Judicial Committee to the Board of Directors who shall, if appropriate, enact the passage of a resolution requiring such surrender.

In addition to the foregoing, certificates granted under the Mutual Recognition Agreement, as defined in III. 1. (d) above, will include the following statement:

“This certificate of Registry has been granted pursuant to the Mutual Recognition Agreement of the National Alliance of Respiratory Therapy Regulators.”

2. Examinations

The CSRT shall set the content and weighting for its national certification examination based upon the CSRT entry to practice competencies.

4. Application by Persons holding certification from the National Board for Respiratory Care ("NBRC")

(1) Applicants for the Registry Certificate (holding certification as Registered Respiratory Therapists from the NBRC) shall fulfill the following requirements:

- (a) Be a person holding certification as a Registered Respiratory Therapist from the NBRC; and,
- (b) Achieve a passing score on the Clinical Portion of the Society's Registry Exam as solely determined by the Society; and,
- (c) Be a current member of the Society; and,
- (d) Pay the prescribed fees.

All applicants for the Registry Certificate shall apply for same subject to the Letters Patent, Supplementary Letters Patent, By-Laws, and Regulations of the Society, and the current Agreement on Reciprocity between the Society and the NBRC.

(2) Registered Members of the Society may apply to the NBRC for certification as a Registered Respiratory Therapist subject to the Charter Documents, By-Laws, and Regulations of the NBRC and the current Agreement on Reciprocity between the Society and the NBRC.

IV. DISCIPLINE

1. Complaints Investigation Committee

- a) The Chair and Co-chair of the Complaints Investigation Committee shall be appointed by the Board of Directors for a one-year term. The Chair and Co-Chair may be reappointed following the conclusion of any one term.
- b) The Complaints Investigation Committee may access legal counsel as approved by the President (or designate) of the CSRT.
- c) The Chair may appoint "ad hoc" members to the committee as required.

2. Complaints Investigation Committee Powers

- a) The Complaints Investigation Committee shall receive and review complaints and commence an investigation into the matter.

- b) The Complaints Investigation Committee may request the member who is the subject of the investigation and any other member, to produce such books, records, registers, papers and other documents in the member's possession or control that are relevant to the investigation.
- c) The Complaints Investigation Committee may investigate any other matter concerning the conduct, capability, or fitness to practice Respiratory Therapy by the member that arises in the course of the investigation.
- d) The Complaints Investigation Committee, after investigating a complaint regarding the conduct or actions of a member, and considering or making reasonable efforts to consider all the records and documents that it considers relevant to the complaint, may do any one or more of the following:
 - i) Refer a specified allegation of the member's professional misconduct, unprofessional conduct, conduct unbecoming a member or demonstration of incapacity or unfitness, or suffering from an ailment that might, if the member continues, constitute a danger to the public, to the Judicial Committee.
 - ii) Recommend that the penalty be a caution or reprimand.
 - iii) Dismiss the complaint.

3. Judicial Committee

Where the Complaints Investigation Committee has exercised its authority under Article IV. 2. d) (i), a Judicial Committee will be appointed to hold a hearing with respect to the allegation against the member. After holding a hearing, the Judicial Committee shall make a finding with respect to the member's guilt in respect to the specified allegations, and shall also make a recommendation to the Board with respect to the appropriate sentence to be imposed. The Board shall accept the Judicial Committee's finding in respect of guilt, but shall have the absolute discretion to either accept the Judicial Committee's recommendation with respect to the appropriate sentence, or make its own decision with respect to the appropriate sentence.

The Judicial Committee shall consist of three Registered Members of the Society, each of whom has practised as a Respiratory Therapist for at least five years, and are not members from the province of the member under investigation.

4. Discipline of Members

- (1) Where a member is found to have been guilty of unprofessional conduct, professional misconduct, conduct unbecoming a member, or to have demonstrated incapacity or unfitness, or to be suffering from an ailment that might, if the member continues, constitute a danger to the public, the Board may by resolution:
 - (a) cause that member's Certificate of Registry to be revoked, and cause the name of that member to be erased from the Registry;
 - (b) suspend the member for a period not in excess of two years;
 - (c) reprimand the member and, if deemed warranted direct the fact that such reprimand be recorded on the CSRT Register;
 - (d) allow the registration of the member to continue subject to conditions to be imposed by the Board;
 - (e) suspend its decision pursuant to further inquiry or investigation conducted under this By-Law;
 - (f) direct the imposition of a penalty be suspended or postponed for such period and upon such terms as the Board designates;
 - (g) or any combination thereof.
- (2) Where the Board has passed a resolution or imposed a penalty, under Section 4(1), the Board has the absolute discretion to publicize such conviction as it sees fit, including advising all CSRT members of the conviction, or publishing written reasons from the Board or the Judicial Committee in respect of such conviction.
- (3) The CSRT has the absolute discretion to answer inquiries from any Provincial regulatory body or employer of a member in respect of any findings of unprofessional conduct, professional misconduct, conduct unbecoming a member, or demonstrated incapacity or unfitness, or a finding that a member was suffering from an ailment that

might, if the member continues, constitutes a danger to the public. The CSRT shall further have the absolute discretion to advise a member of the public or a Provincial regulatory body or an employer of a member as to whether a discipline proceeding is pending against the member, or whether the member has ever been reprimanded by the Board, or had a penalty imposed, pursuant to Section 4(1) above.

5. Judicial Procedures

- (1) Where the Complaints Investigation Committee has exercised its authority under Article IV. 2. d) (i), at least thirty (30) days before the beginning of the hearing of the Judicial Committee, a notice of hearing shall be served upon the person whose conduct is the subject of inquiry, and the notice shall embody the specified allegations made against the member, a statement of the subject matter of the enquiry, and shall also specify the time and place of the meeting. As part of the notice of formal hearing the member in question is to be notified that not only will he be required to be present during the peer review but also will be called as a witness to answer to any and all allegations, breaches of the By-Laws or Codes of the Society and/or complaints.
- (2) A notice to be served upon the person whose conduct is the subject of an inquiry may be served upon him personally, or may be sent to him by registered mail, postage prepaid, addressed to him at his post office address appearing in the register or any other records of the Society.
- (3) Notice so sent by post shall be deemed to have been served on the date when it was posted.
- (4) Proof of service of the notice may be by affidavit or statutory declaration.
- (5) All hearings shall be held in private unless the person whose conduct is the subject of inquiry applies to the Judicial Committee for a public hearing and the Judicial Committee grants his request.
- (6) Where the person whose conduct is the subject of inquiry does not attend, the Judicial Committee thereof, may upon proof of service of the notice in accordance with this section, proceed with the inquiry in his absence and without further notice to him, take such action as it is authorized to take under this By-Law.
- (7) The person whose conduct is the subject of inquiry shall be entitled to be represented by counsel or agent.
- (8) Hearings may be adjourned from time to time.
- (9) The testimony of witnesses at the hearing shall be taken under oath, and there shall be a full right to cross-examine all witnesses and to call evidence in defense and reply.
- (10) Any oath required to be administered pursuant to subsection (9) may be administered by any member of the Judicial Committee.
- (11) Witnesses shall be entitled to such allowance as determined by the Board or Judicial Committee.
- (12) For the purposes of the hearing a certified copy under the seal of the court or under the hand of the convicting magistrate, judge or justice of the peace or under the hand of the clerk of the Police Court or Magistrate's Court of the conviction of a person of any crime or offense, under the Criminal Code, or under any statute is conclusive evidence that the person has committed the crime or offense stated therein unless it is shown that the conviction was quashed or set aside.
- (13) A member shall be deemed to have been guilty of the conduct described in the opening paragraph of Section 4(1) where:
 - (a) the governing body of a health profession in Canada has made a finding of incompetence or professional misconduct or a similar finding against the member, and the finding is based on facts which would, in the opinion of the Judicial Committee, be grounds for a finding of guilt pursuant to Section 4(1) herein;
 - (b) a Grievance or Labour Arbitration decision maker has made a finding of incompetence or professional misconduct or a similar finding against the member, and the finding is based on facts which would, in the opinion of the Judicial Committee be grounds for a finding of guilt pursuant to Section 4(1) herein.
- (14) Section 5(13) of these By-Laws shall apply retrospectively to members' conduct, and to decisions described in Section 5(13) which pre-date the adoption of Section 5(13).

- (15) Evidence may be adduced before the Judicial Committee holding the hearing or inquiry either by affidavit or viva voce or as the Judicial Committee may determine.
- (16) All evidence submitted to the Judicial Committee shall be reduced to writing, taken down in shorthand, mechanically or electronically recorded.
- (17) All evidence presented to the Judicial Committee, together with all reports, orders and other papers on which the Board or Judicial Committee acted, are to be preserved.
- (18) The enactment of Board approved recommendations of the Judicial Committee shall in every instance be embodied in a formal order of the Board which order shall be served on the person whose conduct is the subject of inquiry as provided in subparagraph (2) hereof.

6. Judicial Committee Powers

- (1) After a hearing, the Judicial Committee shall make a determination as to whether the allegations against the member have been proved, and if so, whether the member is found to have been guilty of professional misconduct, conduct unbecoming a member, or to have demonstrated incapacity or unfitness, or to have been suffering from an ailment that might, if the member continues, constitute a danger to the public. If the Judicial Committee makes a finding of guilt in respect of the allegations against the member, the Judicial Committee shall make a recommendation to the Board with respect to the appropriate penalty. The Board shall have the absolute discretion to make a determination whether to accept the Judicial Committee's recommendation, or substitute its own decision as to the appropriate sentence.
- (2) The Judicial Committee may for the purpose of the execution of its duties under this By-Law or the regulations, employ, at the expense of the Society, such legal or other assistance as the Judicial Committee, with approval of the President, or designate, may think necessary or proper.
- (3) The Judicial Committee and the Board shall have the authority to take the following steps in respect of a complainant:
 - (a) Allow the complainant to be present for the entire judicial proceeding.
 - (b) Provide the complainant with an absolute right to receive a copy of the Board's order concerning the member, even if the Judicial Committee recommends that the allegations against the member have not been proved.
 - (c) The complainant may be provided with the Board's order with respect to the findings of the Complaints Investigation Committee. If the Complaints Investigation Committee determines that the complaint should not proceed to discipline, the complainant shall be provided with reasons explaining the decision. If the Complaints Investigation Committee determines that it is appropriate to initiate formal discipline proceedings, the complainant shall be advised of this information. In that circumstance, it will not be necessary for the complainant to be advised of the reasons why the matter is being referred, merely that the matter has been referred for disciplinary action.

7. Expenses of Inquiries

- (1) A member who is found guilty of unprofessional conduct, professional misconduct, conduct unbecoming a member, or to be incapable of practising, or unfit to practise, may be ordered by the Board to pay all, or any part, of the costs and expense incurred by the Society in and about the investigation into proceedings upon, and hearing of any subject matter of inquiry, or any complaint or charge in respect of which he has been so found guilty.
- (2) The Board shall have the power to award costs *and/or expenses* against any member of the Society and may also reimburse any member of the Society for costs *and/or expenses* incurred through disciplinary action which, in the discretion of the Board, is considered unwarranted.

8. Appeal

Any member or complainant who considers himself aggrieved by an enacted order of the Board may appeal the order or decision through the Appeals Process for Disciplinary Action Decisions.

9. Restoration of Names to Register

- (1) Subject to sub-section (2) hereof, the Board, on such grounds as it deems sufficient, may cause the name of a person removed from the register (either by erasure or by virtue of suspension) to be restored thereto either without fee or upon payment to the Society of:
 - (a) a sum not exceeding the fees or other sums in arrears and owing by the person to the Society; and
 - (b) such additional sum as may be prescribed by the By-Laws of the Society or at the discretion of the Board.
- (2) Where the name of a person who has been suspended or whose registration has been revoked is to be restored to the register under sub-section (1) hereof, the Board may, by Resolution, direct that the name be restored to the register subject to such terms and conditions as the Board may prescribe.

10. Liability

No person, firm or corporation shall have the right of action or claim against the Board, Complaints Investigation Committee or the Judicial Committee for anything done under this By-Law or the regulations.

V. RESIGNATION OF MEMBERS

Any member may resign by submitting his resignation in writing to the Executive Director.

VI. MEETINGS OF MEMBERS

1. Notice

A printed notice stating the day, hour and place of meeting and the general nature of the business to be transacted, shall be served either personally or by sending such notice to each current voting member at the times hereinafter set forth (exclusive of the day of forwarding, but inclusive of the day for which the notice is given), before the day of every meeting at such address as appears on the register, or if no address is given therein then to the last known address of such current voting member; provided always that a meeting may be held at any time and at any place in Canada without such notice, if such notice is waived by all current voting members in writing. Notice of any meeting or any irregularity in any meeting, or in the notice thereof may be waived by any current voting member. The non-receipt of any notice by any current voting member or members shall not invalidate any resolution passed or any proceedings taken at any meeting. With respect to every notice sent by post, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed bearing correct postage and was put into the post office or into one of Her Majesty's letter boxes.

2. Annual Meeting of Society

The Annual Meeting of the Society shall be held once a year on such date as the Board shall determine, at the Head Office of the Society or elsewhere in Canada, as the Board shall determine. At the Annual Meeting the Board shall present a report to the membership. The notice of the Annual Meeting shall be given at least thirty (30) days prior to the date set for the Annual Meeting.

3. Special Meetings of Society

Other meetings of the Society, whether special or general, may be convened by order of the Board at any time on its own motion. The Board must call a special general meeting if it receives a request in writing by at least a quorum of the current voting membership and specifying the business for which such meeting is required, the meeting to be called at the earliest convenience.

4. Quorum

Two persons present in person and ten percent (10%) of the current voting membership of the Society, present in person or represented by proxy, shall constitute a quorum.

5. Proxies

Every Registered Member, and every Honorary Member of the Society holding a Registry Certificate of the Society, (current voting members) entitled to vote at meetings may by instrument in writing appoint a proxy (who shall be a Registered Member or an Honorary Member holding a Registry Certificate of the Society) to attend and act at the meeting in the same manner, to the same extent, and with the same power as if the member were present at the meeting. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney authorized in writing and shall cease to be valid after the expiration of one year from the date thereof. The instrument appointing a proxy may be in such form as the Board shall approve. All proxies shall be in the hands of the Executive Director twenty-four (24) hours before the scheduled starting time of the Annual (and/or Special) General Meeting of Members.

6. Voting

- (1) Each Registered Member of the Society, and each Honorary Member holding a Registry Certificate of the Society, shall be entitled to vote on all questions. In case of a tie vote the Chairman of the Meeting shall have a deciding ballot. Other classes of members shall not have the right to vote.
- (2) Unless a poll is requested, a declaration by the Chairman of the Meeting that a resolution has been carried or lost and any entry in the Minute Book to that effect shall be deemed to be conclusive evidence of the fact.
- (3) If a poll is requested by three (3) or more members it shall then be taken in such manner as the Chairman of the Meeting may direct.
- (4) The Chairman of the Meeting shall be the sole and absolute judge of the validity of any vote or votes cast at a meeting and as such may direct that any votes which he deems to be invalid be not counted for any purpose.

7. Adjournment

The Chairman may, with the consent of any meeting, adjourn the same from time to time and no notice of such adjournment need be given. Any business may be brought before or dealt with at the original meeting in accordance with the original notice calling the same.

VII. DIRECTORS

1. Number and Qualification

- (1) The affairs of the Society shall be managed by a Board of Directors, two-thirds of whom shall form a quorum. Other than the Student and Public Member, Directors shall be Registered Members of the Society.
- (2) The Board of Directors shall be comprised of:
 - (a) Eight (8) Directors elected by the voting membership of the Society. Commencing with the Board Meeting and Annual General Meeting (AGM) of the members of the Society to be held in the year 2004, the eight Directors shall be comprised as follows:
 - (i) one Director elected annually for a one (1) year term to the position of President-Elect, and;
 - (ii) Seven (7) Directors elected to portfolios (one of which will be the Finance Portfolio) for two (2) year terms; except for the initial term where three portfolios will be for three (3) year terms and three portfolios for two (2) year terms; thereafter all six portfolios will be two (2) year terms, renewable for one term. and;
 - (b) the President, who shall be the Director who was elected by the General Voting Membership and installed as President-Elect for the previous Annual General Meeting, and;
 - (c) one (1) Director who shall be the Past President, and;
 - (d) one (1) Director who shall be a public member appointed by the Board for a two (2) year term, renewable for one term, and;

- (e) one (1) Executive Director, who shall have no voting privileges as a Board Member.
- (f) One (1) Director, who shall hold the Student Portfolio. The details for this position include:
 - (i) The individual must be enrolled as a student in a CoARTE accredited program of Respiratory Therapy, at the time they are elected.
 - (ii) The individual must be a current member of the Society,
 - (iii) The term will be two (2) years.
 - (iv) The position will be a non-voting Board position.

No Director may hold a Board position with another organization that would place him in a potentially significant conflict of interest position.

- (3) The Member elected as President-Elect, shall be President-Elect for a one (1) year term, to be followed by a one (1) year term as President, followed by a one (1) year term as Past President.
- (4) Other than the Student and Public member, each nominee for a position of Director shall be a Registered Member of the Society. He may be nominated by forwarding the nomination papers, duly signed by five (5) Registered members in good standing, to the Executive Director of the Society at least one hundred and eighty (180) days prior to the date of the Annual General Meeting of the Society.
- (5) In the event of a vacancy in a Portfolio Director position the Board of Directors shall have the authority to appoint a Registered Member to the position.

2. Expenses of Directors

The voting Directors shall not receive remuneration for services rendered to the Society but shall be paid such expenses, if any, as the Board from time to time shall determine including, without limitation, out-of-pocket expenses incurred in attending Board, Committee, or Members' Meetings or otherwise in the performance of their duties. In addition, the Board may by resolution from time to time award special expenses out of the funds of the Society to any Director who performs any special work or services for, or undertakes any special mission on behalf of the Society outside the ordinary scope of duty.

3. Cabinets and Committees

1) Advisory Cabinets

Two Advisory Cabinets will provide stakeholders with the opportunity to present information to the Board of Directors; the Advisory Cabinet for Education and Clinical Standards, and the Advisory Cabinet for Professional Advocacy.

2) Committees

The Board may appoint committees, which shall be of such size and constitution and shall have such powers as the Directors may from time to time determine.

4. Removal of Directors

The Directors may by a resolution passed by a majority of not less than two-thirds of the votes cast by Directors voting in respect of a resolution at a meeting called for the purpose to remove a Director from office.

VIII. MEETINGS OF DIRECTORS

1. Time and Place

Meetings of the Directors may be held at the Head Office or at such places as the Directors may from time to time determine.

2. Notice

Such meetings may be held at any time without formal notice if all the Directors are present, or those absent have signified their consent in writing of the meeting being held in their absence. Notice of such meetings sent by the Executive Director shall be delivered, mailed, e-mailed or telegraphed to each Director at least thirty (30) days (exclusive of the day on which the notice is delivered, mailed, e-mailed or telegraphed, but inclusive of the day for which the notice is given), before the meeting is to take place. Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by any Director at any time. The presence of any Director at a meeting shall be deemed to constitute a waiver by him of notice of calling the said meeting.

3. Voting

Questions arising at any meeting of the Board shall be decided on show of hands by a majority vote. The Past President shall be permitted a vote on all matters. The Chairman shall not be allowed to vote except in the case of an equality of votes whereupon he shall be allowed to cast the deciding vote. If any Director present at a meeting so requests, the votes shall be taken by ballot.

4. Calling of Meeting

Meetings of the Board shall be called by the President, or, in his absence, the Past President, or upon the signed request of any three (3) Directors.

5. Procedure at Meetings

On the request of any Director present at a meeting any resolution passed at such meeting shall be adjourned until the next meeting of the Board. An adjourned, such motion shall not be effective until it is confirmed by a vote of a majority of the Directors present at the next meeting. Such adjourned motion shall not be further adjourned except by the affirmative vote of two-thirds of the Directors present at the meeting of the Board to which such motion was originally adjourned.

IX. INDEMNIFICATION OF DIRECTORS

Every Director or Officer of the Society and his heirs, executors and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Society from and against;

1. all costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by him in or about the execution of the duties of his office;
2. all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his own willful neglect or default.

X. OFFICERS AND EXECUTIVE OF THE SOCIETY

1. Officers

- (1) The Officers of the Society shall be Past President, President, President-Elect, Treasurer and Executive Director.

- (2) The Past President shall be the last President whose term of office has expired and shall hold this position for a one (1) year term. The President shall hold the position of President for a one (1) year term and shall be the Director who was elected by the General Voting Membership, and installed as President-Elect for the previous Annual General Meeting. Following the Annual General Meeting of the members where a new President-Elect has been installed, the Board of Directors meet. At this Board of Directors Meeting the individual who has completed a one (1) year term as President-Elect assumes the position of President and the person who has completed a one (1) year term as President assumes the position of Past President.
- (3) The Treasurer shall be the Director elected by the General Voting Membership to the Finance portfolio.
- (4) There shall be an Executive Committee of the CSRT BOD consisting of the President-Elect, President, Past-President and Director at Large (Treasurer). The duties of the Executive Committee shall be the management of the CSRT and the Executive Committee shall exercise the powers of the Board of Directors between meetings of the Board.

2. Appointment of Other Officers

The Board may appoint such other Officers and agents as it deems necessary, who shall have such authority and shall perform such duties as the Board may from time to time prescribe.

3. Expenses of Officers

The non-staff Officers shall not receive remuneration for services rendered to the Society but shall be paid such expenses, if any, as the Board from time to time shall determine including, without limitation, out-of-pocket expenses incurred in attending meetings of Officers, Board meetings, Committee or Members' meetings or otherwise in the performance of their duties. In addition, the Board may by resolution from time to time award special expenses out of the fund of the Society to any Officer who performs any special work or service for, or undertakes any special mission on behalf of the Society outside the ordinary scope of duty.

4. Limitation of Authority

No Officer or member shall obligate the Society or commit it to any significant policy, program, purchase, sale or responsibility without the express authority of the Board.

5. Duties of the President

The President shall be the Chief Executive Officer of the Society and shall act as Chairman at all meetings of the Society and of its Directors. He shall report regularly to all Annual Meetings of the Society, *and* be an ex-officio member of all the committees of the Society.

6. Duties of the Treasurer

The Treasurer is authorized to ensure that full and accurate accounts of the receipts and disbursements of the Society are kept and to ensure deposit of all monies and other valuable effects in the name and to the credit of the Society in such depositories as may be designated by the Board, and shall perform all such other duties as the President or the Board may assign to him.

7. Duties of the Executive Director

- (1) The Executive Director shall act as the Secretary of the Society and of the Board. The Executive Director shall have no voting privileges and shall be responsible to the Board.
 - (a) The Executive Director shall keep or cause to be kept records wherein shall be recorded:
 - (i) a copy of the Letters Patent and of any Supplementary Letters Patent issued to the Society and of the By-Laws of the Society duly authenticated;
 - (ii) the minutes of all National Meetings of the Members of the Society, whether special, general or annual; and meetings of the Board;

(iii) the names, post office addresses and callings of all persons who are or have been Directors of the Society, with the date at which each person became or ceased to be a Director;

(iv) the alphabetically arranged list of all persons who are or have been members of the Society, together with the post office address and calling of every such person while being a member;

(b) It is the function of the Executive Director to validate proxies submitted at times of election and this task may be performed in conjunction with the Treasurer, or paid staff.

- (2) In addition, the Executive Director shall act as:
- (a) the General Manager/senior administrator of the Society
 - (b) Information Line Officer
 - (c) Controller
 - (d) Meeting and Conference Coordinator/Planner.

The Executive Director shall perform other related duties as assigned from time to time by the President or Board of Directors.

(3) The Executive Director may enlist such help, paid or unpaid, as approved by the Board.

8. Duties of Past President

The Past President shall be vested with all the powers and shall perform all the duties of the President in the event of the absence of the President or his disability or refusal to act. The Past President shall advise and assist the President in all matters and activities as requested by the President.

9. Duties of the President-Elect

The President-Elect shall assist the President in all matters and in such manner as requested by the President.

10. Removal of Officers

The Directors may by a resolution passed by a majority of not less than two-thirds of the votes cast by Directors voting in respect of a resolution at a meeting called for the purpose to remove an Officer from office.”

XI. COUNCIL ON ACCREDITATION FOR RESPIRATORY THERAPY EDUCATION

1. Corporate Authority

The Canadian Society of Respiratory Therapists Board of Directors shall establish and is ultimately responsible for a Council of the Society that shall be called the Council on Accreditation for Respiratory Therapy Education (CoARTE).

The CSRT Board has delegated responsibility for administering all accreditation activities to CoARTE.

2. Members of CoARTE

- (1) Respiratory therapist didactic educator with in-depth knowledge of the CSRT national entry level competency requirements.
- (2) Respiratory therapist with broad experience in clinical education of respiratory therapy students
- (3) Employer/Administrative respiratory therapist involved with practise of the profession
- (4) Senior educational administrator of health science programs
- (5) Physician with experience working with respiratory therapists

- (6) Public representative with awareness of issues relating to education and health care
- (7) Representative from a national alliance of regulatory bodies that includes all regulated provinces. Designate must be aware of provincial legislation in all regulated provinces, and may or may not be a respiratory therapist.

Appointments are for 2 years, renewable.

3. **Appointment of Members**

- (1) The Chair shall be elected by the members of CoARTE.
- (2) The Vice-Chair, for signing authority when the Chair may be in a conflict of interest situation, shall be elected by the members of CoARTE.
- (3) New members are selected by the current CoARTE members. Exception: The national alliance of regulatory bodies selects their representative.
- (4) The Executive of the CSRT Board ratifies all members.
- (5) Any CoARTE member failing to fulfil the requirements of the position may be removed by a resolution passed by two thirds of votes cast by CoARTE members and ratified by the Executive of the CSRT Board.
- (6) CSRT Board of Directors members are not eligible for membership on CoARTE.

4. **Ex-Officio Members of CoARTE**

One Society representative shall be an ex-officio member. The Society representative shall be responsible for the communication of accurate information between the Society's Board of Directors and CoARTE.

5. **Meetings and Minutes**

- (1) CoARTE shall hold one meeting annually at which members are present and may hold telephone conference meetings as required.
- (2) Four persons shall constitute a quorum except for selection and removal of members which requires all members to participate.
- (3) CoARTE shall keep written minutes of all meetings including telephone conference meetings.

6. **Appeals**

- (1) A committee of the Society consisting of the President and two members of the Society who may not be Directors of the Society shall conduct in accordance with CoARTE documented policies and procedures.
- (2) Written rules for hearing appeals shall be approved by the Board of the Society.

7. **Management of CoARTE**

- (1) CoARTE shall be managed through the CSRT Accreditation Secretariat.
- (2) The Society shall provide administrative services in accordance with established policies and procedures.
- (3) The Society shall provide support and assistance for CoARTE as required.

8. **Duties of CoARTE**

- (1) Develop accreditation policies, procedures and accreditation requirements.

- (2) Prepare annual operating budget and propose annual program accreditation fees for approval by the CSRT Board.
- (3) Assess educational programs utilizing accreditation program review reports, and accord accreditation status.
- (4) Review annual reports from programs.
- (5) Provide report on the process and outcome of each accreditation site visit to the CSRT Board.
- (6) Approve the roster of program reviewers and establish the role of program review teams.
- (7) Report to the CSRT Board through the Executive Director.

9. **Records**

CoARTE shall maintain records of policies, program review reports, accreditation status and other matters as established by written policies and procedures.

XII. **PROPERTY AND PUBLICATIONS**

1. **Disposal of Property**

The whole or any substantial part of the property or invested funds of the Society may be sold or disposed of only pursuant to a resolution of the Board confirmed by the affirmative vote of a two-thirds majority of the members present at a General Meeting.

2. **Publications**

Every publication of the Society and the copyright to same shall be the property of the Society. The Board shall have the power to release the rights of the Society in and to any such document.

3. **CSRT Trademark (CSRT and Design)**

The trademark of the Society (CSRT and Design) shall be the property of the Society. The Board shall have the power to deal with the Trademark and to release rights in and to same.

XIII. **SIGNING AUTHORITY**

All deeds, conveyances or mortgages or real property, all contracts (except trade contracts made in the ordinary course of the business of the Society), and any other documents and instruments in writing requiring the signature of the Society shall be signed by the President or Past President or President-Elect and/or the Treasurer or the Executive Director and failing them, by any one (1) of the foregoing Officers and a Director.

All contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Board shall have powers from time to time by resolution to appoint any other Officer or Officers on behalf of the Society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.

All cheques, drafts or orders for the payment of money and all rates, acceptances and bills of exchange shall be signed by such Officers and in such manner as the Board may from time to time designate.

XIV. **CORPORATE SEAL**

The corporate seal of the Society, which shall be in the custody of the Executive Director of the Society may, when required, be affixed to any By-Law of the Society by the Chairman of the meeting at which such By-Law was passed

and to any certificate showing that any document is a true copy of any By-Law or other record of the Society, by the President, President Elect, Past President, Executive Director or Treasurer, or by a Director of the Society.

XV. APPOINTMENT OF AUDITORS AND AUDIT

1. Appointment

At each Annual Meeting, an auditor or auditors shall be appointed to hold office until the next Annual Meeting of the Society and until the appointment of his or their successor or successors, unless he or they shall resign or his or their office shall otherwise become vacant.

2. Audit

At least once in every fiscal year, such auditor or auditors shall examine the accounts of the Society and any balance sheet to be laid before the Society at any Annual Meeting and shall report thereon to the Members.

XVI. HOUSE OF DELEGATES AND SPECIALTY GROUPS

1. House of Delegates

- (1) The Society shall provide an environment whereby the Provincial Associations will have input into CSRT activities and will provide direction to the CSRT Board of Directors. This assembly will be referred to as the CSRT House of Delegates. The House of Delegates shall act as a division of the CSRT according to the Mission Statement and policies, procedures and bylaws of the CSRT.
- (2) The House of Delegates will function according to the CSRT House of Delegates Terms of Reference and the CSRT House of Delegates Policies and Procedures
- (3) The CSRT Board of Directors will approve all CSRT House of Delegates Policies, Procedures and Terms of Reference.

2. Specialty Groups

(1) Specialty Groups

As provided in this Article, current members may apply to organize specialty groups within the Society to pursue objects of special professional interest to them.

(2) Application

An application to form a specialty group shall be made to the Board of Directors by at least fifteen 15 current members of the Society. The application shall specify the objects of the proposed groups and describe the activities planned to achieve those objects. The proposed By-Laws or rules of the specialty group shall also be submitted for approval together with such other information as the Board of Directors may from time to time require.

(3) Approval of Application

The application must be approved by the Board of Directors and ratified by the Members at the next Annual General Meeting of the Society following such approval.

(4) Revocation

If an approved specialty group fails to function as described in the application for its approval or acts contrary to the Letters Patent, Supplementary Letters Patent or By-Laws of the Society, its status as an approved specialty group within the Society may be revoked by the Board of Directors whose decision shall be immediately effective.

XVII. INTERPRETATION

In this and all other By-Laws of the Society where the context so requires, the singular shall include the plural; the plural shall include the singular; the masculine shall include the feminine; the feminine shall include the masculine; and, the word "person" shall include firms, corporations, companies and bodies corporate.

XVIII. BY-LAWS - ENACTMENT, AMENDMENT, REPEAL

By-Laws may be enacted, amended or repealed by the Directors of the Society with the ratification and approval of the Registered Members of the Society, expressed at a general meeting or a general Annual Meeting of the Society, by a majority of such Registered Members, and any repeal or amendment of By-Laws shall not be enforced or acted upon until the approval of Industry Canada has been obtained.


XIX. GENERAL

For the purpose of carrying out the provisions of this By-Law according to its intent, the Board may make such regulations and orders as are ancillary thereto and not inconsistent therewith.

DONE, PASSED AND ENACTED this 4th day of July, 1973, as amended the 3rd day of September, 1975, the 31st day of August, 1977, the 6th day of April, 1978, the 31st day of March, 1979, the 7th day of May, 1981, the 21st day of July, 1983, the 10th day of May, 1984, the 23rd day of May, 1985, the 9th day of June, 1986, the 21st day of May 1987, the 24th day of May 1988, the 6th day of June 1989, the 28th day of May, 1990, the 17th day of June, 1991 the 29th day of June, 1992, the 30th day of May, 1993, the 31st day of May, 1994, the 19th day of June, 1995, the 19th day of May, 1996, the 5th day of October, 1997 the 7th day of June, 1998, the 28th day of May 2000, the 2nd day of June 2001, the 1st day of June 2003, the 29th day of May, 2004, the 20th day of November, 2004, the 4th day of July, 2005, and the 20th day of October 2007.

WITNESS the Corporate Seal of the Society

President  _____

Executive Director  _____

'CORPORATE SEAL'

FINANCIAL BY-LAW

A By-Law respecting the borrowing of money by THE CANADIAN SOCIETY OF RESPIRATORY THERAPISTS/LA SOCIÉTÉ CANADIENNE DES THÉRAPEUTES RESPIRATOIRES (the "Society") and the giving of security therefore.

BE IT AND IT IS HEREBY ENACTED as a By-Law of the Society as follows:

1. The Board of Directors may and it is hereby authorized from time to time to:
 - (1) Borrow money upon the credit of the Society, and limit or increase the amount to be borrowed;
 - (2) Issue bonds, debentures, or other securities of the Society;
 - (3) Pledge or sell such bonds, debentures, or other securities for such sums and at such prices as may be deemed expedient;
 - (4) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Society including book debts, rights, powers, franchises and undertaking, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Society;
 - (5) the repayment of the debts, obligations and liabilities of any other non-share corporation;
 - (6) Give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the Society to secure such director or other person against loss by giving him a mortgage or charge upon the whole or any part of the real or personal property of the Society by way of security;
 - (7) Authorize any Director or Directors, Officer or Officers, Employee of the Society or other person or persons, whether connected with the Society or not, to sign, execute and give on behalf of the Society all documents, agreements and promises necessary or desirable for the purposes aforesaid.
2. The Board of Directors may from time to time by resolution delegate to the President and the Executive Director or to any two Officers of the Society (including the President or Executive Director) all or any of the powers conferred on the Directors by paragraph 1 of this By-Law to the full extent thereof of such lesser extent as the Board of Directors may in such resolution provide.
3. The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Society possessed by its Directors or Officers independently of a borrowing By-Law.

DONE, PASSED AND ENACTED this 19th day of May, 1996.

WITNESS the Corporate Seal of the Society

'CORPORATE SEAL'

President _____

Executive Director _____

CSRT CONFLICT OF INTEREST - COMMERCIAL ENTERPRISE

"Each member must carefully guard against conflicts of interests.

Each member shall accept responsibility for referring incompetence and illegal or unethical conduct to the proper authorities and/or the Board of Directors of the Society. Only through the integrity of each member can the purpose of the profession be served."

(CSRT Code of Ethics)

GUIDELINES

The Registered Respiratory Therapist shall endeavour, at all times, to uphold the integrity of his profession and conduct himself within the objectives of the CSRT Code of Ethics.

Conflict of Interest shall include any act of a Registered Respiratory Therapist during or outside a Therapist's principal employment for which the Therapist receives any form of undisclosed consideration for:

- a) the referral of patients to specific commercial Home Care companies and/or equipment suppliers and/or consultants;
- b) the solicitation of others for specific referrals;
- c) recommendations for ordering of specific therapy procedures and/or equipment or supplies and/or consultation;
- d) recommendations for the continuation of unwarranted procedures and/or equipment or supplies and/or consultation; or
- e) the association of any Registered Respiratory Therapist with any commercial enterprise, when profit, gain or benefit influences the selection, evacuation or continuation of any home care procedures, and/or equipment or supplies and/or consultation.

Individuals who are either employed by or receive remuneration from both Health Care institutions which may refer patients and by a commercial enterprise which may offer Home Care equipment or supplies and/or services and/or consultation must openly disclose this relationship to all parties concerned.

Institutionally based Registered Respiratory Therapists who have significant ownership interest in a commercial enterprise which provides respiratory Home Care and/or equipment or supplies and/or consultation must openly disclose this relationship to the employing institution and all others who may be involved in the referral process or the Therapist must remove himself from the process of patient referrals to that commercial enterprise.

The Registered Respiratory Therapist will, when aligning himself in practice with other members of the Health Care Team, insist that they maintain the standards enunciated by this conflict of interest guideline and the Code of Ethics.

The foregoing guidelines point to Rules of Conduct that should be followed in the interest of professionalism and ethical business practice. Application of these principles should govern the RRT in his behavior toward any incident that may not be herein specifically mentioned.

A Breach of the Code of Ethics or conflict of interest guidelines may be construed as conduct which may give rise to disciplinary proceedings under the By-Laws of the CSRT.

as amended 00/05/24

CONFLICT OF INTEREST POLICY

(OFFICERS, DIRECTORS, EMPLOYEES AND APPOINTEES)

PURPOSE:

This policy is designed to establish principles of conduct to provide guidance for Officers, Directors, Employees and Appointees of the CSRT in order that these individuals avoid conflict of interest, or the appearance of conflict of interest.

This policy is designed to:

- a) foster a standard of conduct among Officers, Directors, Employees, and Appointees;
- b) preserve and enhance the confidence of the members and public in the integrity of the Board of Directors, *Officers*, Appointees, and Employees of the CSRT;
- c) identify conflict of interest situations and deal with them in a timely and expeditious manner;
- d) provide general guidelines to be followed when a potential or actual conflict of interest arises.

APPLICATION:

This policy applies to all Officers, Directors, Employees, and Appointees of the CSRT and its subsidiaries or affiliates.

POLICY:

All Officers, Directors, Employees and Appointees are expected to conduct their activities to avoid entering, or appearing to enter, into a position where their personal interests might be, or appear to be, in conflict with those of the CSRT because of their knowledge or influence regarding a decision or activity of the CSRT. They shall conduct themselves within the objectives of the CSRT Code of Ethics and this policy.

INTERPRETATION:

A conflict of interest is defined as any situation in which a person has competing motivations or responsibilities (real or perceived), the resolution of which could be to the detriment (real or perceived) of one of his responsibilities to the CSRT.

"Detriment" includes, but is not limited to, circumstances where either an individual or an outside interest may gain, or appear to gain.

Conflict of interest includes, but is not limited to:

- a) any direct or indirect competition, negotiation or business dealings with the CSRT;
- b) any direct or indirect position or financial interest held in any outside concern that competes, negotiates or does business with the CSRT;
- c) any gifts, monetary awards, payments, services or special privileges that are dispensed to, or received by or solicited from any outside concern that competes, negotiates or does business with the CSRT which would result in personal gain;
- d) any disclosure or use of information relating to the CSRT for the benefit, advantage or profit of either the individual or outside concern.

Recognizing the value and right of individuals to be involved in other activities as citizens of the community, the intent of this policy is to control, rather than prohibit, any actual or potential conflict of interest situation. Therefore, each individual is responsible for his conduct within the letter and spirit of this Policy.

Each Officer, Director, Employee, and Appointee is responsible for immediate disclosure to the President, any situation where a potential or actual conflict of interest may arise. These individuals will then be required to cease their involvement in the situation immediately, unless determined otherwise by the President.

PROCEDURE: - CONFLICT OF INTEREST REVIEW PROCEDURE

1. Once disclosure of an actual or perceived conflict of interest situation is received, the Board of Directors will determine if a situation does exist and the appropriate action to be taken.
2. A request for a conflict of interest determination may be initiated by an Officer, Employee, Appointee, or Member of the CSRT. Each request will be reviewed individually by the Board.

Requests made to the Board shall be in writing and be sent to the *CSRT Head Office, marked Private and Confidential, Attention: Executive Director.*

Requests will include the following:

Verify the identification

- a) the name and position of the individual appearing to be in a conflict of interest situation,
- b) the name and position of the individual seeking the determination,
- c) a description of the situation giving rise to the conflict (real or perceived), and
- d) the request must be signed and dated.

The Board of Directors may request additional information from any individual to assist in making a decision.

Once a determination of conflict of interest has been made by the Board, the determination is effective unless altered circumstances or new developments warrant a review and evaluation.

3. An Officer, Director, Employee, or Appointee whose activity or personal interest is determined to be a conflict of interest must eliminate such conflict to the Board's satisfaction. Failure to eliminate the conflict shall be treated as a violation of the Society Policy, and may result in disciplinary action.

CANADIAN SOCIETY OF RESPIRATORY THERAPISTS

- ETHICAL BUSINESS CONDUCT POLICY -

PURPOSE

This policy is designed to establish principles of conduct for Officers, Directors, Employees and Appointees of the CSRT in order that these individuals will avoid any unethical business conduct.

APPLICATION

This policy applies to all Officers, Directors, Employees and Appointees of the CSRT and its subsidiaries and affiliates.

All Officers, Directors, Employees and Appointees of the CSRT are expected to uphold at all times, the integrity of the profession and the individual. They shall conduct themselves within the objects of the Code of Ethics of the CSRT, its policy on Conflict of Interest and this policy.

When conducting business on behalf of the Society, they shall insist that those with whom they have dealings maintain the standards specified in the CSRT Code of Ethics, *By-Laws* and this policy.

INTERPRETATION

The highest possible standards of ethical business conduct are required of Society Officers, Directors, Employees and Appointees in conducting business on behalf of the CSRT. These individuals shall:

- a) adhere to the CSRT policy on conflict of interest,
- b) not engage in any business practice, or other practice, which is in violation of local, provincial or federal laws and regulations or is considered to be illegal or unethical, and
- c) not abuse the name or insignia of the CSRT or their position in the CSRT for their own personal profit, gain or benefit, nor shall they allow their name, or the name or insignia of the CSRT to be used by others in a manner deemed to be inappropriate by the Board of Directors of the Society.

PROCEDURE

Any claim of unethical business practice will be reviewed and investigated following the procedure laid out in the Conflict of Interest Policy and Procedure.