

**CANADIAN ASSOCIATION OF RADIATION ONCOLOGY
BY-LAWS
Revised September 2018**

**ARTICLE 1
INTERPRETATION AND DEFINITIONS**

- 1.1 In these by-laws, unless there is something in the subject or context inconsistent therewith:

"Act" means the *Canada Not-for-profit Corporations Act*, as amended;

"board" means the board of directors of the society;

"directors" means the directors of the society for the time being;

"special resolution" means a resolution of two-thirds (2/3) of the members present at a meeting of members; and

"society" means the Canadian Association of Radiation Oncology.

In these by-laws, words importing the singular include the plural and vice versa; and words importing male persons include female persons and words importing persons shall include corporations.

- 1.2 The meaning of any words or phrases defined in the Act, and amendments thereto shall, if not inconsistent with the subject or context, bear the same meaning in these by-laws.

**ARTICLE 2
CORPORATE SEAL AND EXECUTION OF DOCUMENTS**

- 2.1 The seal of the society, an impression whereof is stamped in the margin hereof, shall be the seal of the society.

- 2.2 The directors shall provide for the safe custody of the seal which shall not be affixed to any instrument except in the presence of the following persons, namely:

2.2.1 any two (2) directors;

2.2.2 the President or President-Elect;

2.2.3 the Secretary-Treasurer together with a director; or

2.2.4 such person or persons as the directors may from time to time by resolution appoint,

and the said directors, officers, person or persons in whose presence the seal is so affixed to an instrument shall sign such instrument.

- 2.3 For the purpose of certifying under seal true copies of any document or resolution, the seal may be affixed in the presence of any one of the foregoing persons.

- 2.4 Contracts, documents or any instruments in writing requiring the signature of the society, shall be signed by any two (2) officers and all contracts, documents and instruments in writing so signed shall be binding upon the society without any further authorization or

formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the society to sign specific contracts, documents and instruments in writing. The directors may give the society's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the society.

ARTICLE 3 MEMBERSHIP

- 3.1 Membership in the society shall be limited to persons interested in furthering the purposes of the society and shall consist of anyone whose application for admission as a member has received the approval of the directors of the society.
- 3.2 The members of the society are the applicants for incorporation of the society, and those persons who have subsequently become members, in accordance with the by-laws and, in either case, have not ceased to be members.
- 3.3 A person may apply to the directors for membership in the society and on acceptance by the directors shall be a member.
- 3.4 Every member shall uphold the charter and comply with these by-laws.
- 3.5 The amount of the annual membership dues shall be determined at the annual general meeting of the society.
- 3.6 Members shall pay the annual membership dues that are determined pursuant to Section 3.5.
- 3.7 The membership year and the financial year shall be the calendar year.
- 3.8 There shall be one category of membership, which shall include:
 - 3.8.1 Radiation Oncologists practising in Canada, where "Radiation Oncologist" means a physician who is certified in Radiation Oncology by the Royal College of Physicians and Surgeons of Canada, or by the Collège des médecins du Québec, or who holds such other specialist qualification in radiation oncology which entitles him or her to be registered as a specialist in one or more provinces or territories of Canada, or who holds such other qualification recognized by the board as being equivalent rank;
 - 3.8.2 Residents in Canadian Radiation Oncology Training programs; and
 - 3.8.3 Fellows in Radiation Oncology working in Canada.
- 3.9 Subject to Section 3.13, members shall have full voting privileges.
- 3.10 A person shall cease to be a member of the society:
 - 3.10.1 by delivering a resignation in writing to the Secretary-Treasurer;
 - 3.10.2 on death;
 - 3.10.3 on being expelled; or

- 3.10.4 on having been a member not in good standing for twenty-four (24) consecutive months.
- 3.11 A member may be expelled by a special resolution of the members passed at a general meeting, provided:
 - 3.11.1 the notice of special resolution for expulsion is accompanied by a brief statement of the reason or reasons for the proposed expulsion; and
 - 3.11.2 the person who is the subject of the proposed resolution for expulsion is given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 3.12 All members are in good standing except a member who has failed to pay his or her current annual membership fee or any other subscription or debt due and owing by him or her to the society and he or she is not in good standing so long as the debt remains unpaid.
- 3.13 Only members in good standing shall be entitled to vote.

ARTICLE 4 MEETINGS OF MEMBERS

- 4.1 The annual or any other general meetings of the society shall be held at a time and place as may be determined by the directors, provided that there shall be an annual general meeting of the society in every calendar year that, subject to any extension granted pursuant to the Act, takes place not: (a) more than fifteen (15) months after the holding of the last preceding annual general meeting; and (b) later than six (6) months after the end of the society's preceding financial year.
- 4.2 Every general meeting, other than an annual meeting, is a special general meeting.
- 4.3 The directors may, when they see fit, convene a special general meeting.
- 4.4 Notice in writing of any annual or special general meeting shall:
 - 4.4.1 be given to a member at the member's last address recorded on the books of the society;
 - 4.4.2 be given:
 - (a) by mail, courier or personal delivery to each member, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held, or
 - (b) by telephonic, electronic or other communication facility to each member, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held;
 - 4.4.3 specify the place, date and hour of the meeting, and, in case of special business, shall specify the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business and state the text of any special resolution to be submitted to the meeting;

- 4.4.4 with respect to annual general meetings, include a statement informing the members that the comparative financial statements, report of the public accountant, and any other documents required by the Act, are available at the registered office of the society and that the members may, upon request, obtain a copy of those financial statements and other documents free of charge at the registered office or by prepaid mail;
- 4.4.5 contain either a form of proxy or a statement that the member has a right to use a proxy in accordance with the provisions of sections 5.9 and 5.10; and
- 4.4.6 be given to the directors and public accountant.
- 4.5 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 the proceedings of that meeting.
- 4.6 The directors shall call a special general meeting of the members on written requisition of members carrying not less than five percent (5%) of the voting rights.

ARTICLE 5

PROCEEDINGS AT GENERAL MEETINGS

- 5.1 Special business is all business transacted at an annual or special general meeting, except:
 - 5.1.1 the consideration of the financial statements;
 - 5.1.2 the report of the directors and public accountant;
 - 5.1.3 the election of directors; and
 - 5.1.4 the re-appointment of the incumbent public accountant.
- 5.2 With respect to quorum:
 - 5.2.1 it is twenty (20) members present at a general meeting;
 - 5.2.2 no business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present;
 - 5.2.3 notwithstanding the foregoing, if a quorum is present at the opening of the meeting, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting; and
 - 5.2.4 if within thirty (30) minutes from the time appointed for a general meeting, a quorum is not present, the meeting, if convened on requisition of members, shall be terminated; but in any other case it shall stand adjourned to the following day 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 shall constitute a quorum.
- 5.3 The President or in his or her absence, the President-Elect shall be entitled to preside as chair at every general meeting of the society.

- 5.4 If at a general meeting neither the President or President-Elect is present within fifteen (15) minutes after the time appointed for holding the meeting; or is willing to act as chair, the directors present shall choose one of their number to be chair or if all the directors present decline to take the chair or shall fail to so choose or if no directors be present, the members present shall choose one of their number to be the chair.
- 5.5 A general meeting of the members may be adjourned to any time, and from time to time, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. If the meeting is adjourned:
- 5.5.1 for less than thirty-one (31) days, it is not necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned; or
- 5.5.2 by one or more adjournments for an aggregate of more than thirty (30) days, notice of the adjournment will be given as if for an original meeting.
- Such adjournment may be made notwithstanding that no quorum is present.
- 5.6 A resolution proposed at a meeting must be seconded and the chair of a meeting may move, propose or second a resolution.
- 5.7 In case of an equality of votes the chair shall not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution shall not pass.
- 5.8 Except as otherwise provided herein, voting is by show of hands.
- 5.9 When a motion has been circulated to the members in advance of a meeting, members not able to be present at the meeting may submit a proxy vote to the Secretary-Treasurer who may vote on that motion (for that member) but not on any amendments to that motion. Otherwise, voting by proxy is not permitted.
- 5.10 Where voting by proxy is permitted pursuant to section 5.9, the Secretary-Treasurer or alternate shall be the proxy-holder and the proxy shall be in writing.
- 5.11 Any person entitled to attend a meeting of members may participate in the meeting by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the society makes available such a communication facility. A person participating in a meeting by such means is deemed to be present at the meeting. The Secretary-Treasurer shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by the Secretary-Treasurer at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary-Treasurer to accurately confirm attendance of the members at the meeting. Except when a ballot is demanded, each vote cast by a member participating by telephonic, electronic or other communication facility shall be recorded in the minutes by the Secretary-Treasurer. Where a ballot is demanded, each vote cast by a member shall be gathered in a manner that permits (a) its subsequent verification, and (b) the tallied votes to be presented to the society without it being possible for the society to identify how each member voted.

ARTICLE 6 DIRECTORS

- 6.1 The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not, by these by-laws 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:
- 6.1.1 all laws affecting the society; and
 - 6.1.2 these by-laws.
- 6.2 The board shall consist of:
- 6.2.1 three (3) directors who are respectively elected as the: President; President-Elect; and Secretary-Treasurer;
 - 6.2.2 seven (7) directors from various regions of Canada as follows: one (1) director from British Columbia; one (1) director from the prairie provinces; two (2) directors from Ontario; two (2) directors from Quebec; and one (1) director from the eastern provinces; and
 - 6.2.3 an additional director of the society who shall be elected based on a nomination received from an Ad Hoc Committee on Residents and Fellows. There shall be no geographic requirement for this position.
- 6.3 Each director shall be elected by the members for a term of two (2) years or until his or her successor is elected at an annual general meeting.
- 6.4 A director may serve only two (2) consecutive terms, except that:
- 6.4.1 a director may serve for one or more additional terms as a director as long as they are elected as the President, President-Elect, or Secretary-Treasurer; and
 - 6.4.2 the director elected based on a nomination received from an Ad Hoc Committee on Residents and Fellows pursuant to section 6.2.3, who shall be eligible to serve only one (1) term.
- 6.5 Nominations for directors will be solicited from the membership by the Nominating Committee.
- 6.6 If a director resigns or otherwise ceases to hold office during their term, the remaining directors shall, provided a quorum is present, appoint a member to take the place of the former director. A director so appointed holds office only until the conclusion of the next following annual general meeting of the society, but is eligible for election at the time of the meeting.
- 6.7 The members may remove a director before the expiration of his or her term of office and may elect a successor, by ordinary resolution, to complete the term of office.
- 6.8 No director shall be remunerated for being or acting as a director.

ARTICLE 7
PROCEEDINGS OF DIRECTORS

- 7.1 With respect to meetings of the board:
- 7.1.1 the directors may meet together at the places they see fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit provided that a minimum of fourteen (14) days' notice of meetings shall be required if such notice is sent by mail;
 - 7.1.2 the quorum shall be a majority of the directors then in office;
 - 7.1.3 the President shall be chair of all meetings of the directors, but if at a meeting the President is not present within fifteen (15) minutes after the time appointed for the meeting, the President-Elect shall act as chair; but if neither is present the directors present may choose one of their number to be chair at that meeting;
 - 7.1.4 a director may at any time, and the Secretary-Treasurer, on request of a director, shall convene a meeting of the directors; and
 - 7.1.5 for the first meeting held immediately following the 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 appointed or elected director or directors for the meeting to be constituted, if a quorum of the directors is present.
- 7.2 Questions arising at a meeting of the directors shall be decided by a majority of votes.
- 7.3 In case of an equality of votes the chair does not have a second or casting vote.
- 7.4 No resolution proposed at a meeting of directors need be seconded and the chair of a meeting may move or propose a resolution.
- 7.5 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.
- 7.6 If all directors consent thereto in advance, generally or in respect of a particular meeting, and all directors have equal access, a director may participate in a meeting of the board by means of a telephonic, electronic or other communication facility as permits all persons participating in the meeting to communicate with one another, and a director participating in such a meeting by such means is deemed to be present at the meeting. The Secretary-Treasurer shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by the Secretary-Treasurer at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary-Treasurer to accurately confirm attendance by the directors at the meeting. Each vote cast by a director participating by telephonic, electronic or other communication facility shall be recorded in the minutes by the Secretary-Treasurer.

ARTICLE 8 OFFICERS

- 8.1 The officers of the society shall be a President, President-Elect, Secretary-Treasurer and any such other officers as the directors may by by-law determine, and shall be elected by the members pursuant to Section 8.6.
- 8.2 All officers shall be directors of the society and they shall cease to be officers if they cease to be directors or if they are removed as officers by a majority of the directors.
- 8.3 Officer eligibility:
- 8.3.1 Members from the regional area from which the President resides shall be eligible for nomination for the position of President-Elect and Secretary-Treasurer.
- 8.4 The President-Elect shall be elected for a term of two (2) years or until his or her successor is elected. The President-Elect shall, presuming the election of the person holding the office of President-Elect as a director and as President, then succeed to the position of President for a term of two (2) years or until his or her successor is elected. No member may serve two (2) consecutive terms as President. The Secretary-Treasurer shall be elected for a term of two (2) years or until his or her successor is elected.
- 8.5 No officer shall be remunerated for being or acting as an officer.
- 8.6 Those members entitled to vote on the election of officers shall be entitled to cast their votes in a ballot to be mailed to such members by the Secretary-Treasurer in advance of the process to nominate the regional directors specified in section 6.2.2. All ballots properly marked and received by the Secretary-Treasurer by the date specified by Secretary-Treasurer shall be counted as if the member has been present at the annual meeting and had voted in person in the election of officers.

ARTICLE 9 DUTIES OF OFFICERS

- 9.1 The President shall:
- 9.1.1 preside at all meetings of the society and of the directors;
- 9.1.2 be the chief executive officer of the society and shall supervise the other officers in the execution of their duties; and
- 9.1.3 be an ex-officio member of all committees.
- 9.2 The President-Elect shall carry out all the duties for the President during his or her absence and shall perform such other duties as shall from time to time be imposed upon him or her by the directors.
- 9.3 The Secretary-Treasurer shall:
- 9.3.1 conduct the correspondence for the society;
- 9.3.2 issue notices of meetings of the society and directors;
- 9.3.3 keep minutes of all meetings of the society and directors;

- 9.3.4 have custody of all records and documents of the society;
 - 9.3.5 have custody of the common seal of the society;
 - 9.3.6 maintain the register of members;
 - 9.3.7 keep the financial records, including books of account, necessary to comply with the Act; and
 - 9.3.8 render financial statements to the directors, members and others when required.
- 9.4 In the absence of the Secretary-Treasurer from a meeting, the directors shall appoint another person to act as secretary of the meeting.
- 9.5 The immediate Past-President shall be entitled to attend all meetings of the directors but shall not exercise a vote, and shall not be considered a director of the society.

ARTICLE 10 COMMITTEES

- 10.1 Standing Committees of the society shall be:
- 10.1.1 Human Resources Committee;
 - 10.1.2 Residents and Fellows Committee;
 - 10.1.3 Education Committee;
 - 10.1.4 Annual Scientific Meeting Committee;
 - 10.1.5 Finance and Audit Committee;
 - 10.1.6 History and Archives Committee;
 - 10.1.7 Membership Committee;
 - 10.1.8 Nominating Committee;
 - 10.1.9 Communications Committee and
 - 10.1.10 Quality and Standards Committee
 - 10.1.11 Supportive Care Committee
- 10.2 Liaison Committees of the Society shall be:
- 10.2.1 RCPSC Specialty Committee in Radiation Oncology; and
 - 10.2.2 Radiation Oncology Program Directors Committee.
- 10.3 If the chair of the Royal College of Physicians and Surgeons of Canada Specialty Committee on Radiation Oncology is not an elected director of the society, he or she may be designated by resolution of the directors to receive notice of and to attend and be heard at board meetings provided that he or she shall not be counted for purposes of quorum, shall not vote and shall not, for greater certainty, be a director.

- 10.4 Ad hoc committees shall be formed as and when deemed necessary from time to time.
- 10.5 Without limiting the generality of the foregoing, with respect to committees:
- 10.5.1 subject to applicable law, the directors may delegate any, but not all, of their powers to committees;
 - 10.5.2 a committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors and shall report any act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done;
 - 10.5.3 a committee shall elect a chair of its meeting; but if no chair is elected or if at the meeting the chair is not present within fifteen (15) minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chair of the meeting;
 - 10.5.4 the members of the committee may meet and adjourn as they see proper;
 - 10.5.5 the term of office of members of all committees shall commence with the announcement of their appointment at the annual general meeting and shall continue for two (2) years following which they may be reappointed for only one additional successive term on the same committee. Notwithstanding the foregoing, the terms of office for Residents and Fellows on committees shall be governed by the applicable terms of reference, as approved by the directors from time to time;
 - 10.5.6 questions arising at a meeting of a committee of directors shall be decided by a majority of votes; and
 - 10.5.7 no resolution proposed at a meeting of a committee of directors need be seconded and the chair of a meeting may move or propose a resolution.
- 10.6 The members shall nominate representatives to represent the society on committees of other organizations.
- 10.7 No committee member shall be remunerated for being or acting as a committee member.
- 10.8 The directors may, by a majority vote, remove a committee member at any time and may designate a successor in his or her place.

ARTICLE 11 NOMINATING COMMITTEE

11.1 Composition.

There shall be a Nominating Committee of the board consisting of such directors, officers, members, or other individuals as set out in any terms of reference that may be adopted by the board from time to time.

11.2 Duties and Responsibilities.

The Nominating Committee shall have such duties and responsibilities as from time to time are contained in these by-laws and as are fixed by the board, including, without limitation, the presentation to the board, for approval and delivery by the board to the

members each year, at least twenty-two (22) days before the annual meeting of the society in each year, of a slate of the requisite number of board nominees. For greater certainty, subject to this by-law and applicable law, the directors and members intend that the slate of nominations developed pursuant to this by-law and put forward to the members as contemplated herein shall be final and there shall be no nominations from the floor of any meeting of the members.

- 11.3 At least ninety (90) days prior to an annual meeting at which there is to be an election of directors, the Nominating Committee shall prepare and issue to the members through the society's registered office, a list of nominees each of whom shall be a member, to replace the directors whose terms end at or about the time of such annual meeting. The Nominating Committee shall also liaise with the Ad Hoc Committee on Residents and Fellows in order to receive their nomination as required.
- 11.4 Further nominations to fill director positions in one (1) or more of the geographic regions referenced in section 6.2.2 may be submitted at least sixty (60) days prior to the date of the annual meeting signed by any member provided that each nomination is endorsed by any three (3) members resident in such geographic region. Such nominations shall be submitted in writing addressed to the society's registered office and must be accompanied by a statement signed by each nominee consenting to allow the nominee's name to stand in nomination and to serve as a director if elected.
- 11.5 If, for any of the geographic regions no further nominations shall have been received at least sixty (60) days before the date of the relevant annual meeting, the member(s) nominated by the Nominating Committee shall form part of the slate to be placed by the board in front of the members at the annual meeting.
- 11.6 If, in one (1) or more of the geographic regions, one (1) or more nominations for the position of director from the members shall have been submitted in accordance with section 11.4, the name(s) of such further nominees together with the nominee(s) presented by the Nominating Committee, shall be submitted to a mail or e-mail ballot vote of the members resident in that region or regions in order to determine the nominee(s) to form part of the slate to be placed by the board in front of the members at the annual meeting. The balloting processes shall be completed at least forty-five (45) days before the date of the annual meeting. The board shall by resolution determine the manner in which such vote(s) shall be conducted.
- 11.7 In any selection of nominees that may be required as provided in section 11.6, the ballots shall be counted by the Secretary-Treasurer in the presence of two (2) witnesses who shall render a written statement of the number of ballots cast for each of the nominees. The Secretary-Treasurer shall then notify the Nominating Committee of the outcome of the balloting as confirmed by the written statement of the witnesses.

ARTICLE 12 ASSOCIATES

- 12.1 Non-Resident and Related Field Associates.

The Non-Resident and Related Field Associates shall consist of:

- 12.1.1 Radiation Oncologists practising outside Canada who may or may not be Canadian graduates or Canadian trainees who wish to be associated with the society, and
- 12.1.2 Physicists/Radiobiologists, Radiation Therapists, and others.

12.2 Retired Associates.

Retired Associates shall consist of retired Radiation Oncologists.

12.3 Honorary Associates.

The Honorary Associates shall consist of Radiation Oncologists so named by the directors.

12.4 Corporate Associates.

The Corporate Associates shall consist of persons and other entities from oncology industries.

12.5 General.

12.5.1 The Non-Resident and Related Field Associates, Retired Associates, Honorary Associates, and Corporate Associates are collectively referred to herein as the "Associates" or individually as an "Associate". Associates shall be admitted to association with the society by resolution of the board. The board may place a term upon the association relationship of any Associate. Annual fees payable by Associates shall be as determined from time to time by resolution of the board.

12.5.2 Any Associate may withdraw from the society by delivering to the society a written resignation and lodging it with the registered office of the society.

12.5.3 Any Associate who has not paid the annual fee by the due date for payment as established by the board shall be deemed to have withdrawn as an Associate of the society.

12.5.4 Any Associate may be required to resign by resolution of the board.

12.5.5 The Associates shall have such rights and obligations as may be determined by resolution of the board from time to time. For greater certainty, Associates are not members of the society.

**ARTICLE 13
BY-LAWS**

13.1 On being admitted to membership, each member is entitled to and the society shall give the member, without charge, a copy of the by-laws of the society.

13.2 An amendment to these by-laws may be submitted to the annual general meeting by the directors, at their initiative or at the request of three (3) members in good standing.

13.3 The by-laws of the society not embodied in the articles may be repealed or amended by by-law enacted by a majority of the members or where required by the Act, a special resolution of the members at a meeting of the members duly called for the purpose of considering the said by-law.

**ARTICLE 14
PUBLIC ACCOUNTANT**

14.1 The members shall at each annual meeting appoint a public accountant to audit the accounts of the society to hold office until the next annual meeting provided that the

directors shall immediately fill any vacancy in the office of public accountant. The remuneration of the public accountant shall be fixed by the directors.

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