

*Canadian College of
Microbiologists*



*Collège Canadien des
Microbiologistes*

**By-Laws relating to the conduct of the affairs of the
Canadian College of Microbiologists - Collège Canadien des Microbiologistes
(the “College”)**

BE IT ENACTED as a By-Law of the College as follows:

Definitions

In this By-Law and all other By-Laws of the Canadian College of Microbiologists hereafter referred to as the College, unless the context otherwise requires:

1. "**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.
2. "**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the College.
3. "**Board**" means the board of directors of the College and "director" means a member of the board. The Board is made up of the Executive council and 6-8 directors.
4. "**By-law**" means this by-law and any other by-law of the College as amended and which are, from time to time, in force and effect.
5. "**College**" means the Canadian College of Microbiologists – Collège Canadien des Microbiologistes.

6. "**Executive**" shall mean the committee made up of the five (5) officers of the College.
7. "**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.
8. "**Register**" is the list of active Voting and Non-voting members in good standing with the college.
9. "**Ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution.
10. "**Officers**" of the College are the President, Vice-President, Treasurer and Registrar.
11. "**Proposal**" means a proposal submitted by a member of the College that meets the requirements of section 163 (Shareholder Proposals) of the Act.
12. "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time.
13. "**Representative members**" are voting members in good standing appointed by the Board to represent the interests of the College in other professional or sister organizations.
14. "**Special resolution**" means a resolution passed by a majority of not less than sixty six and two-thirds percent (66 2/3%) of the votes cast on that resolution.
15. "**Standing Committee**" refers to all committees established by the Board responsible for the administration of the certification process for each College designation.

Interpretation

In the interpretation of these By-Laws of the College 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 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

By-Laws

ARTICLE 1. MEMBERSHIP

1.1 Membership Conditions

1.1.1 Subject to the articles, there shall be two types of members in the College, namely Voting and Non-Voting members. Membership in the College shall be available only to individuals interested in furthering the College's purposes and who have applied for and been accepted into membership in the College by resolution of the Board or in such other manner as may be determined by the Board.

1.2 Categories of Membership

1.2.1 The College shall consist of Regular members, Emeritus members and Honorary members.

1.3 Voting Members

1.3.1 A voting member shall be a Regular member and an Emeritus member.

1.3.2 Regular Member

A Regular member shall be a Registered Microbiologist (RM), Specialist (SCCM), Academic Research Microbiologist (ARM), or Fellow (FCCM) Microbiologist, having satisfied the examination requirements as required by the Board and who continues to be in good standing with the College.

1.3.3 The term of membership of a Regular member shall be subject to annual renewal in accordance with the policies of the College.

1.3.4 Continued membership shall be dependent on the Regular member having demonstrated continued competency and paid the annual membership fee in effect from time to time as determined by the Board.

1.3.5 Emeritus Member

Emeritus membership shall be accorded by the Board to Regular members who have retired from remunerative employment in the field of Microbiology; have been in good standing with the College; and are not engaged in any on-going (full-time or part-time) activities requiring Regular membership. Emeritus Status is permanent and precludes a return to the status of a Regular member. Emeritus status will be conferred by the Board on written request by the retired member who agrees to abide by the above conditions. The Board reserves the right to rescind Emeritus membership if a member fails to meet the requirements set forth above.

1.4 Non Voting Members

1.4.1 A Non-Voting member shall be an Honorary member.

1.4.2 Honorary Member

A person who has made outstanding contribution to the field of Microbiology or contributed to the development, sustainability and mission of the College is eligible to become an Honorary member. Such a person shall be nominated for consideration by the Board or three (3) Regular members and supported with appropriate documentation. A two-thirds majority of the Board shall be required for the nomination to be accepted.

1.4.3 Changes to these By-Laws shall not result in changes of membership status for any College member in good standing.

1.5 Admission to the College

1.5.1 Applications for Membership shall be received by the College Registrar or head of relevant Standing Committee and accepted or rejected according to the procedures approved by the Board. A recommendation for membership by the Standing Committee must be approved by resolution of the Board pursuant to Article 1.1.1 herein.

1.6 Rights and Privileges of Membership

1.6.1 Regular members shall have all of the rights and privileges of membership, which include the right and privilege to nominate; to vote in elections and upon matters pertaining to College affairs; to hold office; to chair Standing Committees and Task Forces; to receive College mailing; and to receive notice of and attend meetings of members.

1.6.1.1 Each such Regular member shall be entitled to one (1) vote.

1.7 Membership Dues

1.7.1 Payment of annual membership dues is an annual obligation of membership unless the written (mail or electronic) resignation of the member is received by the College Registrar.

1.7.2 Members shall remit to the College's Treasurer the annual dues as approved by the Board from time to time following recommendations by the Executive.

1.7.3 Members shall be notified in writing of the membership dues payable. If any such dues are not paid within six (6) calendar month of the membership renewal date, a member in default shall automatically cease to be a member of the College in good standing. The member in default will be informed of this impending course of action before the membership status is altered.

1.7.4 It is the right of the member to request reinstatement following payment of any and all membership dues that were in arrears.

1.7.5 The Board may, upon the request of a member, defer such payments of dues by the member. It is the prerogative of the Board to grant a member a temporary "inactive" status in such circumstances.

1.7.6 Reinstatement of Membership

1.7.6.1 Member(s) who have not met the obligation as stated in section **1.7**, and paragraphs **1.7.1**, **1.7.2**, **1.7.3** can be reinstated if they can demonstrate they have maintained activities and competencies consistent with the membership category and/or as defined by the Board or its appropriate Standing Committee and will be obligated to pay a

reinstatement fee, if any, then charged by the Board. In the instance a membership has lapsed for in excess of three (3) years then such individuals will need to re-apply and complete the recertification process.

1.8 Membership Transferability

1.8.1 Membership may only be transferred to the College and not to any third party. A special resolution of the members is required to make any amendment to add, change or delete this section of the By-Laws.

1.9 Termination of Membership

1.9.1 A membership in the College is terminated when:

- a) The member dies.
- b) The member fails to maintain qualifications for membership.
- c) The member resigns by delivering a written (mail or electronic) resignation to the Registrar in which case such resignation shall be effective on the date specified in the resignation.
- d) The member is expelled in accordance with any discipline as specified in Article 2 or is otherwise terminated in accordance with the By-Laws.
- e) The member's term of membership expires.
- f) The College is liquidated or dissolved under the Act.

1.10 Effect of Termination of Membership

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

ARTICLE 2. DISCIPLINE OF MEMBERS

2.1 The Board shall have authority to suspend, expel, or discipline any member from the College on any one or more of the following grounds:

- a) Violating any provision of the articles, by-laws, or written policies of the College.

- b) Member(s) who, at the local, provincial, national or international level, has misrepresented personal views as those of the College, or abused the College's reputation or its mission as determined by the Board in its sole discretion or by recommendation of a standing committee.
- c) For any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to adversely affecting the purpose of the College.

- 2.2** In the event that the Board determines that a member should be expelled or suspended from membership in the College, 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.
- 2.3** 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.
- 2.4** 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 College.
- 2.5** 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.
- 2.6** A special resolution of the members is required to make any amendments to this section of article 2 of the By-Laws if those amendments affect membership rights and/or conditions described in section **1.6**.

ARTICLE 3. GOVERNANCE

3.1 Officers

- 3.1.1** Officers of the College shall make up the Executive Committee and for certainty shall include:

- a) A President who shall serve a term of two (2) years.
- b) A Vice-President, who shall serve a term of two (2) years, who shall be designated as President for the subsequent two (2) year term. In the event that the Vice-President is unable to succeed to the Presidency a new President and/or Vice-President shall be elected by the Board according to article 6.
- c) Past President who shall serve a term of two (2) years.
- d) A Treasurer who shall serve a term of two (2) years.
- e) A Registrar who shall serve a term of two (2) years.

3.2 Description of Officers

3.2.1 Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the officers of the College, shall have the following duties and powers associated with their positions:

3.3 President:

3.3.1 The President shall function as Chair of the Board. The President, shall, when present, preside at all meetings of the Board and of the members. The President shall have such other duties and powers as the Board may specify.

3.3.2 The President shall authenticate, by signature when necessary, all the acts and proceedings of the College.

3.3.3 In the absence or incapacity of the President, the Vice-President shall perform the same functions and have the same powers as the President.

3.4 Vice President:

3.4.1 The Vice-President shall function as the Vice-Chair of the Board.

3.4.2 If the Chair of the Board is absent or is unable or refuses to act, the Vice-President, shall, when present, preside at all meetings of the Board and of the Members. The Vice-President shall have such other duties and powers as the Board or the President may specify.

3.5 Nominating Committee Chair:

3.5.1 The Chair of the Nominating Committee will be responsible for the nomination of Directors at the annual meeting of the members. The Chair of the Nominating Committee shall be the immediate Past-President of the College. In his/her absence, the Registrar of the College will assume the responsibility of Chair of the Nominating Committee at the meeting. In the event that the Immediate Past- President and the Registrar are both absent, a Voting member of the Nominating Committee present at the meeting shall act as Chair of the Nominating Committee.

3.6 Registrar:

3.6.1 The Registrar shall be a Voting member in good standing with the College.

3.6.2 The Registrar shall have the duties and responsibilities for the office of the Secretary as defined by the Act and as specified in section **3.6.5**.

3.6.3 The Registrar shall participate in all meetings of the Board, members and standing committees, if any.

3.6.4 In the absence of the Registrar, the duties of reporting to the Board, on the meetings of the members and Committees shall be performed by the President.

3.6.5 The Registrar shall carry the responsibility for

- a) the correct recording of the Minutes of all general meetings of the College, and
- b) the Minutes of the meetings of the Board and the Executive;
- c) timely announcements to the membership of all general meetings as defined by the Articles of these By-Laws;
- d) correspondence; and
- e) be the College's representative to other Societies or official College functions;
- f) the performance of such other duties as ordinarily pertain to this office, including ensuring custody of the Corporate Seal, and certifying any documents issued by the College.

3.6.6 The Registrar shall be the custodian of all books, papers, records, documents and other instruments belonging to the College. The Registrar will also be responsible for purging and destruction of redundant College documents as directed by the Board.

- 3.6.7** The Registrar with the Treasurer shall cause to be kept and maintain an active Membership Register of every person who is a member. The Board may authorize the purging of outdated or redundant data from the Membership Register following recommendations by the Registrar or the Treasurer.
- 3.6.8** The Registrar shall, according to procedures, oversee the receipt and processing of all applications for members and changes in status to the Board for approval.
- 3.6.9** The Registrar shall be indemnified out of the College's Treasury with the approval of the Board for all costs, charges, and expenses related to the discharge of the duties of this office. The Registrar shall also receive an annual honorarium as defined by the Board for services rendered as Registrar of the College.

3.7 Treasurer

- 3.7.1** The Treasurer shall be responsible for the financial matters relating to the College.
- 3.7.2** The Treasurer shall
- a) pay all College's expenses as directed by the Board,
 - b) be charged with general supervision of the funds of the College, and
 - c) receive all monies due to the College,
 - d) record all monetary receipts and disbursements, and
 - e) submit a statement of finances of the College as often required by the Executive, the Board or the Membership,
 - f) be responsible for the annual audit
 - g) be responsible for all matters relating to Revenue Canada and Corporations Canada.
- 3.7.3** The Treasurer shall prepare an annual budget and present it to the Board for approval. The approved budget shall be distributed with the approved financial report to the members at least twenty (20) days prior to the next Annual meeting of the members.
- 3.7.4** The Treasurer shall propose any changes in member dues to the Board for consideration.
- 3.7.5** The Treasurer shall propose the name(s) of the Accountants and of the internal auditor to be appointed by the Board for the coming fiscal year.

3.8 Other Officers

3.8.1 The powers and duties of all other officers of the College shall be such as the terms of their engagement call for or the Board or President requires of 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.

3.9 Board

3.9.1 The Board is the governing body of the College and shall consist of a minimum of ten (10) and a maximum of twelve (12) members including:

- a) The five (5) members of the Executive committee and
- b) Five to Seven (5-7) Directors elected by the Voting members. Directors shall serve a term of two (2) years

3.10 Board: Powers, Duties and Functions:

3.10.1 The Board shall be charged with the duty of conducting the business and management of the College and its affairs, while conforming to the provisions of the Act, the By-Laws and the rules of the College.

3.10.2 The Board shall have the authority to establish, and alter or amend as required, the rules, procedures governing the meetings and the operation of the College within the By-Laws of the College.

3.10.3 The Board shall serve as the By-Laws Committee of the College.

3.10.4 The Board shall elect the Executive Officers of the College.

3.10.5 This section does not apply to a By-Law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.

3.10.6 The Board shall appoint such Standing Committees and Representatives as are required to conduct the business or implement the mission of the College.

3.10.7 Notwithstanding these procedures, the Board shall deal directly with reports from the Committees on awards, nominations and professional affairs with the exception of matters requiring confidentiality.

3.11 Calling a Meeting of the Board

3.11.1 Meetings of the Board may be called by the Chair of the Board, the Vice-Chair of the Board or any two (2) Directors at any time.

3.12 Votes to Govern at Meetings of the Board of Directors

3.12.1 At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair of the meeting in addition to an original vote shall have a second or casting vote

3.13 Executive: Powers, Duties and Function:

3.13.1 The College Executive shall be accountable to the Board.

3.13.2 The Executive shall have the responsibility for conducting the day-to-day business of the College.

3.13.3 The Executive shall deal with matters that do not fall within the terms of reference of Standing Committees.

3.13.4 The Executive shall co-ordinate, where necessary, those matters which need to be referred to Standing Committees.

3.13.5 The Executive shall transact emergency business and take action on matters that cannot wait until the next Board meeting.

3.13.6 The Executive shall normally deal with all Committee reports except those reserved for the full Board, and shall deal with all matters requiring confidentiality.

3.13.7 A Director may be removed from office by a special resolution of the Members at a meeting called expressly for such purpose and for no other purpose.

ARTICLE 4: COMMITTEES

4.1 The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee 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.

4.2 Standing Committees:

4.2.1 Standing Committees shall be established by the Board either alone or in conjunction with other bodies, as the By-Laws require or provide for such purposes and terms as the Board may determine. The Terms of Reference under which each Committee shall function shall be reviewed and approved by the Board.

4.2.2 Standing Committees shall be established for each College Certification category including:

- a) Certification of Registered Microbiologist (RM), and
- b) Specialist Microbiologist SCCM, and
- c) Academic Research Microbiologist (ARM), and
- d) Fellow of the Canadian College of Microbiologist (FCCM), and
- e) Biosafety/Biosecurity Officer (SCCM(BSO)), and
- f) any other designation approved by the Board.

4.2.3 The Standing Committees shall be charged with conducting the routine business and administration of the College Certification, determination of the eligibility of applicants, administer the business of examination, grant certification according to the Committee's Terms of References, and recommend to the Board any procedural changes, changes in eligibility criteria or changes in Terms of Reference. The Committee shall review and make recommendations to the Board on any changes in the examination fees.

4.3 Membership

4.3.1 All Regular members in good standing are eligible to sit and vote on Committees.

4.3.2 Committees shall include a Chair, the Registrar and at least one (1) other Voting member of the College in good standing.

4.4 Terms of Office

4.4.1 Unless otherwise specified in the By-Laws, the Chair of the Committee shall be appointed by the President for a term of up to two (2) years, renewable one or more times.

4.5 Reports

4.5.1 The Chair of the Committee shall report to the Board.

4.5.2 In the event the Chair is unable to attend, the College Registrar shall report on the activities of the Standing Committees to the Board or at the Annual General Meeting.

ARTICLE 5. MEETINGS

5.1 Annual General Meeting

5.1.1 The College shall hold an annual meeting of members at a time and place to be determined by the Board.

5.1.2 Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting as per section **5.7**, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

5.1.3 The rules contained in “Roberts Rules of Order” shall govern proceedings of the College in all situations in which they are applicable, and in which they are not inconsistent with the Act, the By-Laws of the College or procedural rules of the College.

5.1.4 The Chair of annual meeting of members shall be the President or in his/her absence, the Vice-President will assume the responsibility of Chair. In the event that the President and the Vice-President are absent, the Members who are present and entitled to vote at the meeting shall choose one of their numbers to chair the meeting.

5.1.5 The only persons entitled to be present at the annual meeting of members shall be those entitled to vote at the meeting, the Directors and the public accountant of the College and such other persons who are entitled or required under any provision of the Act, Articles or By-Laws of the College to be present at the meeting. Non-voting observers may be invited by the President or by special resolution but will not have speaking privileges unless otherwise directed to do so by the President.

5.1.6 A quorum for the annual meeting of members shall be 15 eligible voting Members in good standing.

- 5.1.7** The annual meeting of members shall consider the reports of the President, Registrar, Treasurer, Chairs of the Standing Committees placed on the agenda by the Executive and any ordinary business concerning the College.
- 5.1.8** The annual meeting of members shall consider any other extraordinary business or members' proposals of which due notice has been received by the Registrar no less than thirty (30) days prior to the date of the meeting.
- 5.1.9** Cost of Publishing Proposals for the annual meeting of members shall be covered by the member who submitted the proposal and shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

5.2 Special Members' Meeting

- 5.2.1** The Board shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

5.3 Votes to Govern at Members' Meetings

- 5.3.1** At any meeting of members every question shall, unless otherwise provided by the Articles or By-Laws or by the Act, be determined by a majority of the votes cast on the questions. 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.

5.4 Board Meetings

- 5.4.1** The Board shall meet a minimum of three (3) times per year:
- a) Upon taking office following the Annual General Meeting.
 - b) Mid-Term between the Annual General Meeting.
 - c) Immediately prior to the next Annual General Meeting.

- 5.4.2** Notice of the time and place for the holding of a meeting of the Board shall be given in the manner pursuant to section **5.6 Notices** to every Director of the College not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.
- 5.4.3** In instance of a situation which, in the opinion of the President, must be dealt with by the Board on an emergency basis, the President may call an emergency meeting of the Board on forty-eight (48) hours prior notice.
- 5.4.4** At the Board meeting, 50% of Directors of which at least two shall be Officers of the College shall constitute a quorum.
- 5.4.5** The Board's business may, whenever expedient, necessary, and practical, be conducted by mail, electronic or other communication facility.
- 5.4.6** Minutes of the Board meeting shall be maintained by the Registrar. Matters requiring confidentiality and reported to the Board by the Executive shall be recorded in manner respecting that confidentiality. Minutes of the Board shall be made available to members of the College when requested.
- 5.4.7** Notwithstanding Article **3.6.10**, members of the Board shall not receive remuneration for their services as Directors, but may be reimbursed out of the College's Treasury with the approval of the Board for all other costs, charges, and expenses sustained or incurred in, or about, direct relation to the affairs of the College, except such costs, charges or expenses as are occasioned by default, or willful neglect.

5.5 Executive Meetings

- 5.5.1** The Executive shall meet at the request of the President.

5.5.2 The Executive shall confer on a regular basis appropriate to the length and terms of contract with any individual, company, or association with which the College has a business arrangement.

5.6 Notices

5.6.1 Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the Board, to be given (which term includes sent, delivered or served) 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 College or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the College in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- 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 Registrar 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 Registrar to be reliable. The declaration by the Registrar 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 College to any notice or other document to be given by the College may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

5.6.2 Notice of Members Meeting

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:

- a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 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 entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

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

5.7 Participation by Electronic Means at Members' Meetings

5.7.1 If the Board chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

5.7.2 Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

5.8 Participation by Proxy

5.8.1 Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- b) a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatary
 - i) at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - ii) with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- c) a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- d) if a form of proxy is created by a person other than the member, the form of proxy shall
 - i) indicate, in bold-face type,
 - (1) the meeting at which it is to be used,

- ii) that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 - (1) instructions on the manner in which the member may appoint the proxyholder,
 - (2) contain a designated blank space for the date of the signature,
- iii) provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
- iv) provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
- v) provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
- vi) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;
- e) a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
- f) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and

- g) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.
- h) Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

5.8.2 Invalidity of any Provisions of this By-law

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

5.8.3 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 College 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.

ARTICLE 6. NOMINATIONS AND ELECTIONS

6.1 Proposals Nominating Directors at Annual Members' Meetings

6.1.1 The Past-President shall chair the Nomination Committee at the annual meeting of members with at least one (1) member eligible to vote.

6.1.2 Nomination for Director shall be solicited by the Nomination Committee from eligible members present at the annual meetings of members.

- 6.1.3** Subject to the Regulations under the Act, any proposal may include nominations for the election of Directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.
- 6.1.4** The Board can submit nominations of eligible members for Director to the Chair of the Nomination Committee.
- 6.1.5** If unable to attend the annual meeting of members, eligible Voting members of the College can submit nominations for Directors by mail, electronic or other communication pursuant to section **5.6 Notices** if received by the Past-President no later than two months before the scheduled annual meeting of members and shall be accompanied by the signature of at least 2 Members, one of whom shall act as the proposer and with written consent of the nominee.

6.2 Elections

- 6.2.1** The Chair of the Nomination Committee shall designate one Voting member as Scrutineer. The Scrutineer must be assisted by one or more person approved by the Chair of the Nomination Committee. All ballots received from members attending the annual meeting of members or those received by mail or electronic from eligible voting members shall be counted by the Scrutineer and the assistant(s).
- 6.2.2** The Chair of the Nomination Committee shall upon receipt of the report from the Scrutineer declare the winners of the election. In case of a tie, the Chair of the Nomination Committee shall cast a vote.

6.3 Vacancies in Office

- 6.3.1** In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the College. Unless so removed, an officer shall hold office until the earlier of:
- a) the officer's successor being appointed,
 - b) the officer's resignation,
 - c) such officer ceasing to be a Director (if a necessary qualification of appointment) or
 - d) such officer's death.

- e) If the office of any officer of the College shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.
- 6.3.2** Should an Officer or a Director be unable to carry out his duties, the Board may declare a vacancy.
- 6.3.3** The Board shall, according to the procedures appoint a replacement for the remainder of the term of any member except that of the Office of the Vice-President.
- 6.3.4** In the event of a vacancy of the Office of the Vice-President, Board shall instruct the Chair of the Nomination Committee to submit to the Registrar within sixty (60) days after the time of the vacancy a list of approved qualified members for election by ballot to complete the unexpired term of the Vice-President. In the event an election is required, ballots shall be made available to all voting members within thirty (30) days of approval by the Board of the proposed list. The Chair of the Nomination committee shall nominate one Scrutineer and at least one assistant to count the ballots and report on the outcome of the election.

ARTICLE 7. FINANCES

- 7.1** The funds and the property of the College shall be used and dealt with for legitimate objectives only, and in accordance with the By-Laws.
- 7.2 Execution of Documents**
- 7.2.1** Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the College may be signed by any two (2) of its officers, Directors or any member approved by the Board. In addition, the Board may direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, By-Law or other document of the College to be a true copy thereof.
- 7.3** The fiscal Year of the College shall be the calendar year in accordance with the regulations for non-profit societies in Canada.

7.4 Banking Arrangements

7.4.1 The banking business of the College 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 may designate, appoint or authorize from time to time by resolution.

7.5 Borrowing Powers

7.5.1 The Directors of the College may, without authorization of the members,

- a) borrow money on the credit of the corporation;
- b) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- c) give a guarantee on behalf and
- d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the College, owned or subsequently acquired, to secure any debt obligation of the College.

7.5.2 The Board may, and is hereby authorized to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable or transferrable instruments.

7.5.3 The council may by resolution, delegate to the Treasurer and any one Regular member of the College, any or all of the powers conferred on the Board by Article **7.5.1** and **7.5.2** to the full extent or such lesser extent the Board may recommend. These powers shall be deemed in supplement of, and not in substitution for, any powers to borrow money for the purpose of the College possessed by the Board or its Officers independently of the aforesaid provisions.

7.5.4 Each year, the appointed auditor shall examine and audit the accounts of the Treasurer. The said auditor(s) shall submit a statement to the Treasurer for presentation as may be required. This statement shall be presented at the annual meeting of members and shall be made available to any College member upon request.

7.5.5 On approval from the Board, the College may accept funding from corporate sponsors in support of legitimate objectives, on the basis that no obligation is owing to the sponsor from the College or its individual members.

- 7.5.6** No member of the College shall, in any individual capacity, be liable for any debt or liability of the College.
- 7.5.7** In the event of the lawful dissolution of the College, following the payment of all outstanding debts and obligations, any remaining assets of the College shall be donated or transferred equally to the Canadian Association for Clinical Microbiology and Infectious Diseases and the Canadian Society of Microbiologists. In the event that one of these parent organizations has dissolved, all assets of the College shall be donated or transferred to the remaining organization. In the event that both parent organizations have dissolved, the assets shall be transferred or donated to some other not-for-profit Association or Association with similar professional objectives.

ARTICLE 8. MEDIATION AND ARBITRATION

- 8.1** Disputes or controversies among Members, Directors, Officers, committee Members, or volunteers of the College are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

8.2 Dispute Resolution Mechanism

- 8.2.1** In the event that a dispute or controversy among Members, Directors, Officers, committee members or volunteers of the College arising out of or related to the Articles or By-Laws, or out of any aspect of the operations of the College 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 College as set out in the articles, By-Laws or the Act, and as an alternative 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:
- a) 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) 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.

- b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c) 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 mediators 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 College 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.

8.2.2 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.

ARTICLE 9. REPRESENTATION FROM THE COLLEGE TO OTHER ASSOCIATIONS

9.1 General

9.1.1 In accordance with the aims and objectives of the College, the Board shall appoint from its own members or from the Membership of the College individuals who shall serve as Representatives to other agencies, associations and professional bodies which may have one or more interests coinciding with those of the College.

9.1.2 The Representative shall be appointed according to the Terms of Reference approved by the Board, including the length of the appointment. The Representative shall seek the guidance of the Board as necessary and adhere to the recommendations of the Board at all times in these matters dealing with standards of professional practice, public and

workplace safety, governmental regulations, commitment of finances, release of the College's mailing list, and any action which may affect the confidentiality of its members or the reputation of the College.

- 9.1.3** No pecuniary gain shall result to the Representative because of this appointment. Any monies received by the Representative, other than for reimbursement of expenses according to the financial policies of the College shall revert back to the College.
- 9.1.4** The Representative shall report back to the Board, the Executive or any other College committees at least annually.
- 9.1.5** The Representative shall bring to the Board any proposed amendments to the Constitution or By-Laws of the external association which are deemed substantive, and which may potentially affect the continuing relationship.
- 9.1.6** The Board shall review at least on an annual basis the term of the Representative and the continued relationship with the external association.

9.2 Joint Function

- 9.2.1** Any member of the College may bring to the Board a written proposal that the College participate in a joint function with one or more external organization with mutual interest.
- 9.2.2** Upon receipt of the proposal and according to the rules of the College, the Board shall approve, reject, alter or amend all or any part of the proposal.

ARTICLE 10. CHANGES IN BY-LAW

- 10.1** The Board, acting as the Committee on By-Laws, shall have the general responsibility of drafting proposed changes in the By-Laws.
- 10.2** A proposal to alter the By-Laws may be made by any member of the College. The proposal shall be made in writing to the President who shall bring the proposal to the Board. The Board upon consideration of such a proposal and following a motion duly passed may refer the matter to the Executive or to an Ad Hoc subcommittee for further study and formal drafting.

- 10.3** Proposed changes in the By-Laws passed by Board shall be circulated to the Membership for solicitation of comments at least 30 days prior to the next Annual General Meeting. The final proposed changes will be put before the members eligible to vote for a decision by ballot or a show of hands at the Annual General Meeting. Voting shall follow the same procedures as those of the election.
- 10.4** The Registrar or Scrutineer shall tabulate the votes. If the proposed changes in the By-Laws receives a two-thirds (2/3) affirmative vote of the votes cast, such amendments shall be approved.
- 10.5** Changes in cross-reference and numbering engendered by other changes in the By-Laws shall be accepted without a vote as amendments, allowing them to be made automatically.