

CANADIAN ASSOCIATION OF CARDIO-PULMONARY TECHNOLOGISTS - BYLAW

**CANADIAN ASSOCIATION OF
CARDIO-PULMONARY TECHNOLOGISTS**

BYLAW

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DEFINITIONS

In this bylaw and all other bylaws of the Corporation, unless the context otherwise requires:

"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;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"Atlantic Region" means New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador;

"board" means the board of directors of the Corporation;

"bylaw" means this bylaw and any other bylaws of the Corporation as amended and which are, from time to time, in force and effect;

"Central Region" means Manitoba, Ontario and Quebec;

"Corporation" means "Canadian Association of Cardio-Pulmonary Technologists";

"director" means a member of the board;

"meeting of members" includes an annual meeting of members or a special meeting of members;

"officer" means an officer of the Corporation appointed from time to time;

"ordinary resolution" means a resolution passed by a majority of not less than fifty percent (50%) plus one (1) of the votes cast on that resolution;

"Pacific Region" means British Columbia, Alberta, Saskatchewan, Yukon, Northwest Territories and Nunavut;

"Policy" means a formal statement adopted by the members of the Corporation, of the guiding principles and procedures by which the Corporation will operate and carry out its mission and objectives;

"proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

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"Region or Regions" means the Atlantic Region, the Central Region and the Pacific Region, being the three geographical regions in Canada from where the members elect directors of the Corporation as set out in this bylaw;

"National Registry Examinations" means the examinations that have been developed by the Corporation in the fields of Pulmonary Function and Cardiovascular Technology.

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;

"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;

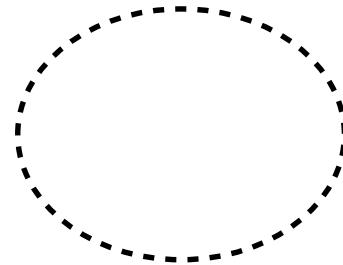
"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

In the interpretation of this bylaw, 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 this bylaw.

3. Corporate Seal

The seal, an impression of which is stamped in the margin of this document, shall be the seal of the Corporation. The Secretary of the Corporation shall be the custodian of the corporate seal.



MEMBERSHIP

4. Membership Classes and Conditions

The classes of membership are as follows:

- i. Active Registered Member
- ii. Student/Registration Eligible Member
- iii. Honourary Member
- iv. Supporting Member
- v. Associate Member
- vi. Inactive Registered Member
- vii. Certified Pulmonary Technician in Spirometry Member

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A. Qualification for Membership

- i. **Active Registered Members:** An individual who is actively engaged in cardio-pulmonary technology in the medical and/or closely related fields shall be eligible to be an Active Registered Member providing that:
 - (a) such individual has had suitable training in a cardiovascular and/or pulmonary laboratory with not less than one (1) year of appropriate experience in a laboratory approved by the board and has passed the National Registry Examinations set by the Education Committees.
 - (b) such individual has paid the annual membership fee.
- ii. **Student/Registration Eligible Members:** An individual who is in the course of preparation and training with the objective of becoming eligible for Active Registered Membership status shall be eligible for admission as a Student/Registration Eligible Member provided that:
 - (a) such individual has attained the age of eighteen (18) years;
 - (b) such individual has attained the minimum educational requirements, set by the board of the Corporation. Such requirements are: B.Sc. (Bachelors of Science) in physiology, biology, kinesiology or equivalent as determined by the board; a bioscience diploma; a major medical technologies diploma or certificate; a registered nursing degree (or equivalent); or a respiratory therapy degree;
 - (c) such individual is receiving training satisfactory to the Education Committee;
 - (d) such individual has paid the annual membership fee;
 - (e) any Student/Registry eligible member who fails to achieve Active Registered Membership status after three (3) attempts at the National Registry Examinations of the Corporation will cease to be a Student/Registration Eligible Member and will be eligible to become a Supporting Member.
- iii. **Honourary Members:** Honourary Membership may be awarded by a unanimous resolution of the board to those who have significantly contributed to the growth and development of the Corporation. Membership dues are waived for Honourary Members.
- iv. **Supporting Members:** Supporting Members shall be those individuals directly interested in or associated with the practice of cardio-pulmonary technology who

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desire to support the objectives of the Corporation with participation in such membership privileges as herein defined. Nominations for Supporting Membership must be approved by a resolution of the board. Annual membership fees must be paid.

- v. **Associate Member:** Any company or organization that is actively engaged in the manufacture, development or servicing of scientific instruments and/or materials or a society or organization of scientific fields related to that of physiology shall be eligible to be an Associate Member. Eligible applicants shall be admitted to Associate Membership by resolution of the board of directors. Annual membership fees must be paid.
- vi. **Inactive Registered Member:** Members shall be those individuals who previously were Active Registered Members, but ceased to be actively engaged in cardiopulmonary technology and/or a closely related field, but wish to remain members of the Corporation. These individuals will continue to pay annual membership fees appropriate to their inactive status and comply with such conditions of membership as set out in the bylaw of the Corporation. If an Inactive Registered Member again becomes actively engaged in cardio-pulmonary technology in the medical and/or closely related fields, the member's status as an Active Registered Member shall be reinstated, and the provisions of Active Registered membership shall apply.
- vii: **Certified Pulmonary Technician in Spirometry Member:** An individual who is actively engaged in performing spirometry in the medical and /or closely related fields shall be eligible to be a spirometry member providing that;
 - (a) such individual has had suitable training in performing spirometry and performs a suitable number of spirometry tests per week, has at least 6 months of experience in a facility approved by the board and has passed the National Spirometry Certification Examination set by the Education Committee.
 - (b) Such individual has paid the annual membership fee.

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B. Membership Privileges and Limitations

i. **Active Registered Members** are:

- (a) entitled to use the designations “R.C.P.T. (CP)”, Registered Cardio-Pulmonary Technologist (Cardio-Pulmonary); “R.C.P.T. (C)”, Registered Cardio-Pulmonary Technologist (Cardiac); or “R.C.P.T. (P)”, Registered Cardio-Pulmonary Technologist (Pulmonary), after their names for professional purposes;
- (b) entitled to attend and vote at all annual general meetings and special meetings of members, to be appointed to committees, and to hold an elected or appointed office of the Corporation; and
- (c) entitled to receive all publications and to contribute to the same. There shall be no restriction to the privileges of an Active Registered Member other than those stated in this bylaw.

ii. **Student/Registration Eligible Members** are:

- (a) not entitled to vote on any matters of the Corporation or to hold any elected office of the Corporation, except as specifically provided for in this bylaw;
- (b) entitled to receive all publications and contribute to same; and
- (c) entitled to attend all annual and special meetings of the members, to be appointed to committees and to hold an appointed office of the Corporation.

iii. **Honourary Members** are:

- (a) not entitled to vote on any matters of the Corporation or to hold elected office in the Corporation;
- (b) not subject to payment of annual fees;
- (c) entitled to hold an appointed office of the Corporation;
- (d) entitled to attend all annual and special meetings of members; and

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(e) entitled to receive all publications and to contribute to the same.

iv. **Supporting Members** are:

(a) not entitled to vote on any matters of the Corporation or to hold elected office;

(b) entitled to receive all publications and contribute to the same; and

(c) may attend all annual and general meetings of members and hold appointed office and sit on committees.

v. **Associate Members** are:

(a) not entitled to vote on any matters of the Corporation or to hold elected office;

(b) entitled to receive all publications and contribute to the same;

(c) entitled to attend annual and general meetings of members; and

(d) entitled to promote their company in the newsletter/website.

vi. **Inactive Registered Members** are:

(a) entitled to use the designations "R.C.P.T. (CP)", Registered Cardio-Pulmonary Technologist (Cardio-Pulmonary); "R.C.P.T. (C)", Registered Cardio-Pulmonary Technologist (Cardiac); or "R.C.P.T. (P)", Registered Cardio-Pulmonary Technologist (Pulmonary), after their names for professional purposes;

(b) entitled to have the same privileges as an Active Registered Member but do not have the right to vote at any meetings of members and do not have the right to hold any elected office of the Corporation;

(c) entitled to attend all annual and special meetings of members;

(d) entitled to be appointed to committees and;

(e) entitled to receive all publications and to contribute to the same.

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vii. **Certified Pulmonary Technician in Spirometry members are**

- (a) Entitled to use the designation "C.P.T. (S)", Certified Spirometry Technician, after their names for professional purposes
- (b) Entitled to attend annual general meetings and special meetings of members but not entitled to vote. Issues of concern can be presented to the Board for consideration.
- (c) Entitled to be appointed to committees
- (d) Entitled to receive all publications and to contribute to the same.
- (e) Not entitled to hold an elected or appointed office of the Corporation

C. Changes to Membership Right and/or Conditions

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this Section 9 of the bylaw if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

D. Membership Fees

- (a) Honourary Members shall be exempt from payment of entrance or annual fees.
- (b) Candidates for admission to membership who are required to pass a National Registry Examination conducted by the Corporation, shall pay a fee for each such National Registry Examination, to be determined by the board, and to be payable thirty (30) days prior to the National Registry Examination date for that year.
- (c) Annual fees for all categories of membership (other than Honourary Membership), shall be determined from time to time by resolution of the board.
- (d) Members who are admitted to the Corporation after the thirtieth (30th) day of November in each year shall not be liable for any annual membership fees for that current year provided that they pay their annual membership fees for the following year before the thirty-first (31st) day of December of the then current year.
- (e) The Corporation shall notify members on or before November thirtieth (30th) in each year that membership fees are due on or before December thirty-first (31st) of that year, and a late or reinstatement fee may be levied against any member whose membership fees are not paid by December thirty-first (31st). If the membership fees are not received within one

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(1) month after December thirty-first (31st), the membership of the defaulting member shall be terminated.

- (f) On the retirement from active employment of an individual who has been a member of the Corporation in good standing for a period of not less than twenty (20) years, and provided such member has attained the age of sixty (60) years, the board, at its discretion, may waive the payment of annual fees by such retired member.
- (g) All applications for membership shall be made on the form(s) prescribed by the board.

5. Membership Transferability

A membership may be transferred only to the Corporation. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the bylaw.

6. Termination of Membership

A membership in the Corporation is terminated when:

- (a) the member dies or resigns or ceases to be eligible for membership;
- (b) the member is expelled or their membership is otherwise terminated in accordance with the articles or bylaw;
- (c) the member's term of membership expires; or
- (d) the Corporation is liquidated and dissolved under the Act.

7. Effect of Termination of Membership

- (a) Any member who desires to resign as a member of the Corporation may do so by notifying the Secretary of the Corporation in writing of such resignation.
- (b) The board in its discretion, may re-admit a member with or without payment of a second (2nd) entrance fee. The board, in its discretion, may waive all or part of the arrears for any former member who has resigned or who has ceased to be a member through nonpayment of fees.
- (c) If an individual ceases, for any reason whatsoever, to be a member of the Corporation, such individual shall not, nor shall the representative of such individual have any interest in or claim against the funds or property of the Corporation, and shall not use any designations

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or initials after such individual's name (such as R.C.P.T.) implying that the individual is an active member of the Corporation.

8. Discipline of Members

- (a) The board shall have authority to suspend or expel any member from the Corporation for any one (1) or more of the following grounds:
 - i. violating any provision of the articles, bylaws, or written policies of the Corporation;
 - ii. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
 - iii. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.
- (b) In the event that the board determines that a member is to be expelled or suspended from membership in the Corporation, 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.
- (c) 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 notice period.
- (d) In the event that no written submissions are received by the President, then 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 Corporation.
- (e) 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.
- (f) The board's decision shall be final and binding on the member, without any further right of appeal.

MEMBERSHIP MEETINGS

9. Notice of Members' Meeting

- (a) Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by mail, courier or personal delivery, during a period of twenty-eight (28) to sixty (60) days before the day on which the meeting is to be held; or by telephone, electronic or other communication facility to each member entitled to vote at the meeting, during a period of twenty-eight (28) to thirty-five (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 bylaws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.
- (b) All members' meetings, including the annual general meeting, shall be held on such days as the board may decide but in no case shall the said annual general meeting be held on any date later than the last day of October in any year. Notice of the annual general meeting shall be given as hereinbefore set out, and shall give notice of any special business including changes in the bylaw to be transacted at such meeting.
- (c) **Place of Members' Meeting.** Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside of Canada.
- (d) **Persons Entitled to be Present at Members' Meetings.** Members, invited non-members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and bylaw are entitled to cast a vote at the meeting.

10. Members Calling a Members' Meeting

The board shall call a special meeting of members in accordance with section 167 (Requisition of Meeting) of the Act, on written requisition of thirty (30) voting members or ten percent (10%) of the voting members, whichever is less. 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 special meeting of members.

11. Proposals Nominating Directors at Annual Members' Meetings

- (a) The secretary of the Corporation, at least ninety (90) days prior to the annual general meeting, shall send to each voting member, a request for nomination of directors to be elected at the annual general meeting.
- (b) The address and signature of both a nominator and a seconder shall accompany each nomination, neither of which shall be the intended nominee. All nominations shall be received by the Secretary no less than sixty (60) days before the annual general meeting.
- (c) No nomination shall be valid unless accompanied by the written consent of the nominee agreeing to act as a director if elected.
- (d) Nominees to the board must reside within either the Atlantic Region, the Central Region or Pacific Region for which they are nominated except for the one director at large who must be from the cardiovascular field and can reside in any Region in Canada.
- (e) Members may nominate candidates only for the Region in which the member resides, except for the one director at large who must be from the cardiovascular field, members can nominate he/she from any Region in Canada in which the member resides.
- (f) In the event that the voting members have not made nominations or sufficient nominations for all available board positions on or before sixty (60) days prior to the annual general meeting, the board shall nominate a nominee for each vacancy in each Region. If the vacancy is the director at large who must be from the cardiovascular field, the board shall nominate a nominee from any region
- (g) Members may vote only for candidates for the Region in which they reside, except for the director at large who must be from the cardiovascular field, members from any region can vote for the candidate.
- (h) The Secretary shall mail to each voting member a complete list of nominations received for the Region in which each voting member resides and the voting member will receive list of nominations for the director at large for any region at least thirty (30) days prior to the date of the annual general meeting. Those voting members who are unable to attend the annual general meeting, shall indicate their choice for the candidate(s) for their Region and for the director at large from any region and mail their ballots to the Secretary to be received by the Secretary not less than ten (10) days prior to the date of the annual general meeting. Ballots shall be returned to the Secretary in a sealed anonymous envelope marked "Ballots" and shall remain sealed until the ballots cast at the annual general meeting are counted. Only those ballots that are received by the Secretary at least ten (10) days prior to the date of the annual general meeting shall be counted.

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- (i) The mailed ballots shall be counted by three (3) members present at the annual general meeting who are selected by resolution of the members at the annual general meeting together with those ballots cast at the said meeting and the results of the election shall be announced at the meeting.
- (j) In the event of a tie vote, any candidate involved in the tie may request an official recount of the ballots. If the vote remains tied, the President shall have the deciding vote.
- (k) The incoming board in any year shall take office immediately following the annual general meeting.

12. Cost of Publishing Proposals for Annual Members' Meetings

The Corporation shall pay the cost of including any proposal(s) of members, 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.

13. Conduct of Members Meetings

- (a) At all members' meetings the President shall preside, or in the event of the President's absence, then the Vice-President. In the absence of both of the President or Vice-President, the meeting shall elect a member to act as chair.
- (b) **Quorum at Members' Meetings:** A quorum at any meeting of the members shall be two (2) members who are both directors, and eight (8) other members (including proxies), to vote at the meeting. If a quorum is present at the opening of the meeting of members, the meeting may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- (c) **Votes to Govern at Members' Meetings:** At any meeting of members every question, unless otherwise provided by the articles or bylaw or by the Act, shall 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 (2nd) or casting vote.
- (d) **Participation by Electronic Means at Members' Meetings:** If the Corporation 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

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person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this bylaw, 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.

- (e) **Members' Meeting Held Entirely by Electronic Means Prohibited:** Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

14. Absentee Voting at Members' Meetings

- (a) Pursuant to subsection 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that: enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.
- (b) Pursuant to subsection 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointment of the proxy holder in writing on the form of proxy approved from time to time by the board, and which complies with the Act. The proxy holder shall be a member of the Corporation, and shall attend and act at the meeting of members in the manner and to the extent authorized by the proxy and with and subject to the authority and directions conferred by the proxy.
- (c) Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members (and if section 199 (Class Vote) applies, a special resolution of each class of members) is required to make any amendment to the articles or bylaw of the Corporation to change the method of voting by members not in attendance at a meeting of members.

ELECTION, TERM AND DUTIES OF DIRECTORS

15. Election of Directors

- (a) Number of Directors: The board shall consist of six (6) directors elected or chosen according to the bylaw.
- (b) Eligibility:
 - i. all directors shall be Active Registered Members resident within the Region for which they are elected;
 - ii. no person employed by the Corporation shall be eligible to be a director; and
 - iii. each director must be involved/concerned with cardio-pulmonary technology at all times during such director's term of office.
- (c) Term: Directors shall be elected for a term of two (2) years or until their successor is elected or appointed.
- (d) Regions: Two (2) directors shall be nominated and elected from the Pacific and Central Regions, one (1) director from the Atlantic Region and one (1) director at large from any region in Canada who is from the cardiovascular field

16. Term of Office of Directors

At the first (1st) election of directors following the approval of this bylaw, three (3) directors from each Region shall be elected for two (2) years and the other three (3) directors from each Region shall be elected for one (1) year. Thereafter, except where an election is held to fill a portion of a term, the newly elected directors each shall be elected for a two (2) year term.

17. Vacancy

If a vacancy occurs in the board of directors, the remaining directors then in office may continue to exercise all of the powers of the directors as long as the number of directors at a meeting constitutes a quorum. The remaining directors may appoint a director to fill the vacancy who is from the Region of the director who has vacated and if it is the director at large from any region. The replacement director shall fulfill the remaining term of the director who has vacated her or his position on the board of directors.

18. Termination of Term of Director

- (a) The term of a director ends when she or he:
- i. dies;
 - ii. resigns;
 - iii. is removed from office as hereinafter set out;
 - iv. is declared to be incapable by a court;
 - v. becomes bankrupt; or
 - vi. has their term of office expire.

The members from one of the Regions of the Corporation may decide to remove a director representing their Region and replacing such removed director for the remainder of her or his term, by an ordinary resolution of the members of that Region, at a meeting of members from that Region, called for the purpose of discussing and voting on such removal of the director. If a meeting is called to vote on the removal of a director, the director who the members are considering removing, may submit to the Corporation a written statement giving reasons opposing her or his removal as a director. The Corporation must give notice of the director's statement to the members of the Region who elected the director, and must file a copy of the director's statement with Corporations Canada prior to the meeting. If it is the director at large who members are deciding to remove all the above applies except that the member can be from any region.

19. Duties of the Board of Directors

Subject to the Act, the articles and any unanimous members' agreement, the directors shall manage or supervise the management of the activities and affairs of the Corporation.

20. Remuneration of Directors

No director shall receive remuneration for her or his service as a director, but directors shall be entitled to reimbursement for out-of-pocket expenses in accordance with any policies of the Corporation governing such reimbursement of out-of-pocket expenses.

MEETINGS OF DIRECTORS

21. Calling of Meetings of Board of Directors

The board of directors shall meet at least two (2) times a year at the call of the Chair of the board. The Chair of the board may call a meeting at any time or place and must do so if requested in writing by any two (2) directors.

22. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in section 38 of this bylaw to every director of the Corporation not less than ten (10) 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 of the directors objects to the holding of the meeting, or if those absent have waived notice of the meeting, or have otherwise signified their consent to the holding of such meeting without notice. Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the bylaw otherwise provides, 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.

23. Regular Meetings of the Board of Directors and Quorum

- (a) The board shall appoint a day or days within the months of March, April, May, or June, and within the months of September, October, November or December for meetings of the board at a place and hour to be named. In addition, the board may appoint such other days to meet as the board determines may be required from time to time. A copy of any resolution of the board fixing the place and time of such meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such meetings except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.
- (b) Four (4) members of the board shall constitute a quorum for the transaction of business at board meetings.

24. Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, unless otherwise provided in this bylaw, 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.

COMMITTEES OF BOARD

25. Committees of the Board of Directors

- (a) The board from time to time may 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 of directors.
- (b) There shall be two Education Committees: a Cardiovascular Committee and a Pulmonary Technology Committee. The Education Chair (who will be a board member) shall chair and oversee both Committees. Each Committee will consist of two (2) or three (3) nominees of the board who are not necessarily members of the board. The Education Chair and the Committees shall be responsible for establishing the curriculum, preparing the National Registry Examinations, setting the date of National Registry Examinations, and marking and evaluating the completed National Registry Examinations.
- (c) There shall be a Medical/Technical Advisory Committee appointed by the board, which shall consist of individuals who are respected individuals from the medical and technical community, who shall advise the Education Committees on the content of the National Registry Examinations and will be consulted when there is an appeal by a candidate who has not successfully passed the National Registry Examinations.
- (d) Members of the Medical/Technical Advisory Committee will receive no remuneration for their services apart from the necessary reimbursement of expenses involved in their performance of their duties.
- (e) Any recommendations of the Medical/Technical Advisory Committee shall be given full consideration although they shall not be binding on the board of directors or the Education Committees.

OFFICERS

26. Appointment of Officers of the Corporation

The board may designate offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless this bylaw otherwise provide. Two

(2) or more offices may be held by the same individual.

27. Description of Offices

In addition to any offices designated by the board, the officers of the Corporation shall be the President, the Vice-President, the Secretary, the Treasurer and two (2) other officers with no specifically designated responsibility other than that given to them by the board or than that set out in this bylaw. The said officers shall be members of the Corporation and shall be appointed by the board and shall have the following responsibilities:

- (a) **President:** The President shall be the Chair of the board, shall chair membership meetings, shall have general supervision of the affairs of the Corporation and shall be an ex-officio member of all committees. The President shall do and perform all other duties applicable to the office as set out in the bylaw including the signing of all documents requiring the Corporation seal of the Association, and all other duties as may be assigned to the President by the board.
- (b) **Vice-President:** In the absence of the President, the Vice-President shall perform the same functions and have the same powers as the President. The Vice-President also shall perform any other duties assigned to the Vice-President by the board.
- (c) **Secretary:** The Secretary shall attend all meetings of the members and of the directors and shall take the minutes of the proceedings. The Secretary shall be responsible for the safekeeping of all the tangible properties of the Corporation, including the Corporation seal. The Secretary shall transact the business and conduct the correspondence of the Corporation and shall keep records of same. The Secretary shall sign and affix the seal of the Corporation to all documents requiring certification. The Secretary shall notify all new members of their election to the Corporation and shall keep a record of their names, dates of admission to membership, classes of membership, last known address and dates of retirement, expulsion or suspension. The Secretary shall notify members of the Corporation and of the board of the place and date of all meetings at which they are entitled to be present. The Secretary shall perform all other duties as may be assigned to the Secretary by the board.
- (d) **Treasurer:** The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the board may direct. The Treasurer shall perform such other duties, assigned to the Treasurer by the board. The Treasurer may be required to give such bond for the faithful performance of duties as the board with absolute discretion, may require and no director shall be liable for failure to require any bond or for

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the insufficiency of any bond or for loss by reason of failure or the Corporation to receive any indemnity thereby provided.

- (e) **Executive Director:** The board, from time to time, may employ an Executive Director and may delegate to the Executive Director full authority to manage and direct the business and affairs of the Corporation (except such matters and duties as by law must be transacted or performed by the board or by the members in general meeting). The board may employ and discharge agents and employees of the Corporation or may delegate to an Executive Director any lesser power. An Executive Director shall conform to all lawful orders given to the Executive Director by the board and, at all reasonable times, shall give to the directors or any of them all information they may require regarding the affairs of the Corporation.
- (f) Other than an employed Executive Director, no officer of the Corporation shall receive remuneration for her or his service as an officer, but officers shall be entitled to reimbursement for out-of-pocket expenses in accordance with any policies of the Corporation governing such reimbursement of out-of-pocket expenses.

28. Vacancy in Office/Removal of Officer

- (a) In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation by resolution of the board. Unless so removed, an officer shall hold office until the earlier of:
 - (i) the officer's successor being appointed;
 - (ii) the officer's resignation;
 - (iii) the officer ceasing to be a director (if that is a necessary qualification to be an officer); or
 - (iv) such officer's incapacity or death.
- (b) If the office of any officer of the Corporation shall be or become vacant, the directors, by resolution, may appoint a member to fill such vacancy.

BANKING AND FINANCIAL AFFAIRS

29. Execution of Documents

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

30. Financial Year End

The fiscal year of the Corporation shall end annually on the thirty-first (31st) day of December.

31. Banking Arrangements

- (a) The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution.
- (b) Any two (2) of the following three (3) officers of the Corporation shall sign all cheques, bills of exchange and other negotiable instruments: the President, the Treasurer, and/or the Secretary.
- (c) All monies, cheques and other negotiable instruments received on behalf of the Corporation shall be deposited at such chartered bank or banks as the board may direct, and only to the credit of the Corporation.
- (d) Funds of the Corporation may be invested in such securities or deposits as the board, from time to time, shall direct. The board also may direct the sale, transfer, or the disposal of said securities or deposits.

32. Borrowing Powers

The directors of the Corporation, without authorization of the members, may borrow money on the credit of the Corporation; issue, reissue, sell, pledge or hypothecate debt obligations of the

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Corporation; give a guarantee on behalf of the Corporation; and mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

33. Annual Financial Statements

- (a) The Corporation, instead of sending copies of the annual financial statements (and auditors report if applicable) and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, may publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) (Annual Financial Statements) of the Act are available at the registered office of the Corporation and any member, on request, may obtain a copy of the annual financial statements free of charge at the registered office or by prepaid mail.
- (b) If the Corporation is required to have an audit, an auditor who is a public accountant shall be appointed as auditor for the ensuing fiscal year of the Corporation by the Active Registered members present at the annual general meeting of the Corporation. The audit shall be completed within thirty (30) days of the end of each fiscal year of the Corporation.
- (c) If the Corporation is not required to have an audit, the Corporation shall have a review engagement financial report prepared by a public accountant, or if the members dispense with the requirement to use a public accountant pursuant to the Act, prepared by a person or persons designated by the board.

INDEMNITY OF DIRECTORS AND OFFICERS

34. Indemnity

- (a) Subject to any limitations contained in this bylaw or the Act, the Corporation shall indemnify:
 - (i) a director or officer;
 - (ii) a former director or officer;

and their respective heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of being or having been a director or officer of the Corporation if he/she acted honestly and in good faith with a view to acting in the best interests of the Corporation and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that his/her conduct was lawful. (b) The Corporation, with any approval required by law, shall indemnify a person referred to herein in

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respect of an action by or on behalf of the Corporation to procure a judgment in its favour, to which he/she is made a party by reason of being or having been a director or an officer of the Corporation or having undertaken any liability on behalf of the Corporation against all costs, charges and expenses reasonably incurred by him/her in connection with such action if he/she fulfills the conditions set out in Section 30(a) of this bylaw.

(c) Insurance: The Corporation may purchase and maintain insurance for the benefit of any person referred to in Section 30(a) of this bylaw against any liability incurred by such person in his/her capacity as a director, officer or otherwise, except where the liability relates to his/her failure to act honestly and in good faith with a view to the best interests of the Corporation.

BRANCHES

35. Branches

Subject to the approval of the members, the Corporation may establish or authorize the establishment of branches of the Corporation, either Provincially or based on the Regions described in this bylaw, provided that any such branches shall be established in compliance with the Act.

POLICIES

36. Policies

The Corporation may adopt and revise policies which are consistent with the Act, the articles and the bylaw, from time to time, by resolution of the members.

DISPUTE RESOLUTION

37. Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or bylaw, or out of any aspect of the operations of the Corporation 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 Corporation as set out in the articles, bylaw 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 first shall be submitted to a panel of mediators appointed as follows: the one (1) party shall appoint one (1) mediator, the other party (or if applicable

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the board of the Corporation) shall appoint one (1) mediator, and the two (2) mediators so appointed jointly shall appoint a third (3rd) mediator. The three (3) mediators then will 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 (3) to one (1) or two (2) 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 Corporation 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.
- (d) 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.

MISCELLANEOUS

38. Method of Giving Any Notice

- (a) Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the bylaw or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:
 - i. if delivered personally to the individual to whom it is to be given or if delivered to such individual's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) and received by the director;
 - ii. if mailed to such individual at such individual's recorded address by prepaid ordinary or air mail;

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- iii. if sent to such individual by telephonic, electronic or other communication facility at such individual's recorded address for that purpose; or
 - iv. if provided in the form of an electronic document in accordance with Part 17 of the Act.
- (b) 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 secretary 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 secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

39. Invalidity of any Provisions of this Bylaw

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

40. 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 individual where the Corporation has provided notice in accordance with the bylaw 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.

EFFECTIVE DATE

41. Bylaw and Effective Date

The board may not make, amend or repeal any bylaws that regulate the activities or affairs of the Corporation without having the bylaw, amendment or repeal confirmed by the members. Any proposal to amend the bylaws shall be made either by the directors, or by a minimum of fifteen

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(15) voting members, and any such proposal must be delivered in writing to the secretary of the Corporation not less than six (6) months prior to the annual general meeting. A two-thirds (2/3) majority of votes at a meeting of members shall be required to amend or repeal the existing bylaws, and the secretary must give members not less than thirty (30) days' notice of any proposed changes to this bylaw, prior to the members meeting at which such proposed changes will be considered. The bylaw, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

ENACTED by the board on the 24th day of October, 2015.

REVISED on the 22nd day of October, 2017