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**By-Law #1**

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**Introduction**

A by-law relating generally to the conduct of the affairs of the Ontario Association of Medical Physicists hereinafter referred to as OAMP.

**Section 1 - General**

**1.01 Definitions**

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

1. "Act" means the Corporations Act, 1990 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
2. "Board" means the board of directors of the Corporation;
3. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
4. "Chair" means the chair of the Board;
5. "COMP" means the Canadian Organization of Medical Physicists;
6. "Corporation" means the Ontario Association of Medical Physicists (OAMP);
7. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
8. "Member" means a member of the Corporation;
9. "Members" means the collective membership of the Corporation; and
10. "Officer" means an officer of the Corporation;
11. “Ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
12. “Special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
13. “telephonic or electronic means” means any means, other than direct speech or writing, by which information or data is transmitted, including telephone, fax, e-mail, automated touch-tone telephone system and computer.

**1.02 Interpretation**

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

**1.03 Severability and Precedence**

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. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

**1.04 Execution of Contracts**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

**Section 2 – Directors and Officers**

**2.01 Composition**

The property and business of the Corporation shall be managed by a Board of not less than five (5) and not more than ten (10) Directors, comprised of:

One (1) individual who shall be elected as President;

One (1) individual who shall be appointed Past-President

One (1) individual who shall be elected as Vice President

One (1) individual who shall be elected as Secretary

One (1) individual who shall be elected as Treasurer

Five (5) individuals who shall be elected as directors at large

**2.02 Election and Term**

At the first Annual General Meeting and at each succeeding annual meeting at which an election of Directors is required, the Directors shall be elected by the Members. Any Full member in good standing may be nominated, in accordance with the rules and regulations established by the Board, to be a Director. Only duly identified nominees can be elected as a Director.

The first Secretary elected shall hold office for one year, the first Treasurer elected shall hold office for two years, and the remaining Directors elected shall hold office for three years, or until their successors are elected or appointed. Thereafter, the term of office of all Directors shall be three years extending from the date of the meeting at which they are elected or appointed until the annual meeting of the third subsequent year, or until their successors are elected or appointed.

At the end of their term, directors may stand for, and be re-elected by the voting members to one further three-year term. Former directors may stand for election by the voting members provided that they have not exercised the office of director for a minimum of two years following the end of their last term.

**2.03 Description of Officers**

The Board shall appoint from among the Directors a Chair and may appoint any other Full Member who has previously served as President of the Corporation to the office of Past-President at its first meeting following the annual meeting of the Corporation.

The Officers of the Corporation shall be the President, the Vice-President, the Secretary, the Treasurer, the Past-President, and the Executive Director, if one is appointed.

The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The office of Chair and president may also be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

**2.04 Office Held at Board’s Discretion**

Any Officer shall cease to hold office upon resolution of the Board.

**2.05 Duties of the Officers**

Officers shall be responsible for the duties assigned to them as per the rules and regulations of the Corporation, and such other duties as may be required by law. They may delegate to others the performance of any or all of such duties.

The Board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

**2.06 Vacancies**

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the Board, which resignation shall be effective at the time it is received by the Board or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable of managing property by a court or under Ontario law; or
4. if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members present at that meeting to remove the Director before the expiration of the Director’s term of office.

**2.07 Filling Vacancies**

A vacancy on the Board shall be filled as follows:

1. a quorum of Directors may fill a vacancy among the Directors except if such vacancy is a result of an increase in the maximum or minimum number of Directors or if there is a failure to elect the minimum number of Directors;
2. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
3. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director’s term; and
4. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

**2.08 Committees**

Committees may be established by the Board as follows:

1. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
2. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board’s responsibilities. The Board shall determine the composition and terms of reference for any such committee.
3. The Board may dissolve any committee by resolution at any time.

**2.09 Remuneration of Directors**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors’ duties;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with the conflict of interest provisions of the Act; and
3. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with.

**Section 3 - Board Meetings**

**3.01 Calling of Meetings**

Meetings of the Directors may be called by the Chair, President or any two Directors at any time and any place on notice as required by this by-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five (5) days notice to each Director, stating the time and place of the meeting. There shall be at least one (1) meeting per year.

**3.02 Regular Meetings**

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

**3.03 Notice**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 9 of this by-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

**3.04 Chair**

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

**3.05 Voting**

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote. Quorum is 50% of the Directors (rounded up) plus one.

**3.06 Participation by Telephone or Other Communications Facilities**

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

**Section 4 - Financial**

**4.01 Banking**

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

**4.02 Financial Year**

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

**4.03 Annual Financial Statements**

Not less than 21 days before each annual meeting of the members or before the signing of a resolution in lieu of the annual meeting, any member may, on request, obtain a copy of the annual financial statements, and, if applicable, any report of an auditor or person who conducted a review engagement or further information respecting the financial position of the corporation free of charge at the registered office or by prepaid mail.

**Section 5- Protection of Directors and Others**

**5.01 Protection of Directors and Officers**

No Director, Officer or committee member of the Corporation is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the Act and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act.

**Section 6- Conflict of Interest**

**6.01 Conflict of Interest**

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

**Section 7- Members**

**7.01 Members**

Membership in the Corporation shall consist of the incorporators named in the articles and such other persons interested in furthering the Corporation’s purposes and who have been accepted into membership in the Corporation by resolution of the Board. Members may also be admitted in such other manner as may be prescribed by the board by ordinary resolution.

**7.02 Membership Classes**

There shall be five classes of members in the Corporation, namely,

1. Full Members
2. Associate Members
3. Student Members
4. Retired Members
5. Corporate Members

**7.03 Eligibility and Rights of Members**

The term of all memberships shall be annual, subject to renewal in accordance with the policies of the OAMP. A membership in the Corporation is not transferable and automatically terminates if the member resigns or such membership is otherwise terminated in accordance with the Act. The following conditions of membership shall apply:

1. Full members are the applicants for incorporation of the Corporation and those persons who subscribe to the specific purposes of the OAMP, and
	1. practice medical physics by engaging in clinical, research, or academic activity related to applications of physics in medicine and biology as determined by a review of their membership application, and
	2. have earned a degree in medical physics or in a related physical, computer, mathematical and applied science, or engineering field from a recognized university or program, and
	3. have a primary residence or workplace in Ontario.

These persons become Full members upon approval of their membership application and payment of the Full membership fee. Full members may serve as directors of the Corporation. Each Full member in good standing shall be entitled to one vote, in person or via telephonic or electronic means, at any general meeting.

1. Associate members are the applicants for incorporation of the Corporation and those persons who subscribe to the specific purposes of the OAMP, and
	1. are those applicants not otherwise eligible for Full Membership.

These persons become Associate members upon approval of their membership application and payment of the Associate membership fee. Associate members may attend general meetings but do not have voting rights and may not serve as directors.

1. Student members are those persons who subscribe to the specific purposes of the OAMP, and
	1. who are in full time study towards a degree in a field which would qualify them for Full Membership in the Corporation and who, in each year, submit proof of their student status, as determined by the OAMP.

These persons become Student members upon approval of their membership application and payment of the Student membership fee. Student members may attend general meetings but do not have voting rights and may not serve as directors.

1. Retired members are those persons who subscribe to the specific purposes of the OAMP, and
	1. are members who, in the past, were eligible for Full or Associate Membership but who, by virtue of retirement, no longer practice medical physics for remuneration.

These persons become Retired members upon approval of their membership application and payment of the Retired membership fee. Retired members may attend meetings but do not have voting rights and may not serve as directors.

1. Corporate members are those corporations who subscribe to the specific purposes of the OAMP.

These corporations become Corporate members upon approval of their membership application and payment of the Corporate membership fee. Corporate member representatives may attend meetings but do not have voting rights and may not serve as directors.

**7.04 Membership Dues**

Upon incorporation of the OAMP, the initial annual dues for each class of membership shall be determined by the Directors. Thereafter, the annual dues for each class of members shall be proposed by the Board and approved by the membership at an Annual General Meeting.

Annual dues for new members will be prorated based on the date the membership application is approved.  The prorated dues will be as follows: January 1 – September 30 (inclusive) 100% of dues; October 1– December 31 100% of dues applied to the following year.

Members shall be notified in writing of the membership dues at any time payable by them. A member ceases to be a member in good standing if the annual membership dues remain unpaid sixty (60) days after the due date of such payment, and the member shall be subject to late fees as per the rules and regulations of the Corporation in addition to the outstanding membership dues. A member who is not in good standing relinquishes their voting rights. If the outstanding membership dues and fees are not paid within one hundred and eighty (180) days after the membership renewal date the members shall cease to be members of the Corporation.

**7.05 Disciplinary Act or Termination of Membership for Cause**

1. Upon 15 days’ written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.

The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

1. A membership in the Corporation is terminated when:
	1. the member resigns by delivering a written resignation to the Secretary of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
	2. the member is not in good standing for one hundred and eighty (180) days;
	3. a member fails to maintain eligibility for membership;
	4. the member dies;

**Section 8- Members’ Meetings**

**8.01 Annual Meeting**

The first Annual Meeting of OAMP shall be held during the annual scientific meeting of COMP in St. John’s, Newfoundland, Canada, between July 20-23, 2016 at a time and place fixed by the directors.

Thereafter, an Annual Meeting must be held at least once in every calendar year and not more than fifteen (15) months after holding the last preceding Annual Meeting. The time and place of subsequent annual meetings, which will generally be held in Ontario or another location in Canada in coincidence with an annual scientific meeting of COMP, shall be proposed by the board at each annual meeting, and put to a vote by the Full Members present in accordance with the By-laws. Video and/or teleconference technology will be used to enable remote attendance at all Annual Meetings. A person so participating in a meeting is deemed to be present at the meeting. Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor’s report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

1. receipt of the agenda;
2. receipt of the minutes of the previous annual and subsequent special meetings;
3. consideration of the financial statements;
4. report of the auditor or person who has been appointed to conduct a review engagement;
5. report of the directors
6. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
7. election of Directors;
8. time and location of next Annual Meeting; and
9. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member’s proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

**8.02 Special Meetings**

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the dateof the deposit of the requisition. All special meetings will be held in Ontario at a place and time as determined by the directors. Video and/or teleconference technology will be used to enable remote attendance at all Special Meetings. A person so participating in a meeting is deemed to be present at the meeting.

**8.03 Notice**

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members’ meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.

**8.04 Quorum**

A quorum for the transaction of business at a Members’ meeting is 10% of the Full Members. If at any time during a meeting there ceases to be quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

**8.05 Chair of the Meeting**

The president of OAMP, the Vice-President or, in the absence of both, one of the directors present, must preside as chair of the Members’ meeting. If there is no president, vice-president or other director present within fifteen (15) minutes after the time appointed for holding the meeting, then the Full Members present must choose one of their number to be the chair.

**8.06 Rules**

The rules contained in the Modern Edition of Robert’s Rules of Order shall govern the OAMP in all cases where they are not inconsistent with these bylaws and any special rules of order the OAMP may adopt.

**8.07 Voting of Members**

Business arising at any Members’ meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

1. each Full Member shall be entitled to one vote at any meeting;
2. votes shall be taken by a show of hands or, by voicing “Yea or Nay” for those attending through teleconference only, among all Members present and the chair of the meeting, if a Member, shall have a vote;
3. an abstention shall not be considered a vote cast;
4. before or after a show of hands has been taken on any question or, by voicing “Yea or Nay” for those attending through teleconference, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
5. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost;

Voting by proxy is not permitted. Voting by mail or by telephonic or electronic means shall be allowed such that: (a) the votes may be verified as having been made by members entitled to vote; and (b) the corporation is not able to identify how each member voted.

**8.08 Adjournments**

The Chair may, with the majority consent of any Members’ meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days of more. No business may be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

**8.09 Persons Entitled to be Present**

The only persons entitled to attend a Members’ meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Full Members present at the meeting.

**Section 9- Notices**

**9.01 Service**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

**9.02 Computation of Time**

Where a given number of days’ notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

**9.03 Error or Omission in Giving Notice**

No error or accidental omission in giving notice of any Board meeting or any Members’ meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

**Section 10- Adoption and Amendment of By-laws**

**10.01 Amendments to By-laws**

The directors may by resolution make, amend or repeal any by-law that regulates the activities or affairs of the corporation, except in respect to fundamental changes. The directors shall submit the by-law, amendment or repeal to the members at the next meeting of the members, and the members may confirm, reject or amend the by-law, amendment or repeal by ordinary resolution.

A special resolution of the members shall be required to make any amendments to any section of the by-laws of the Corporation if those amendments involve fundamental changes that:

* 1. change the condition for being a member;
	2. add, change or remove a provision respecting transfer of a membership;
	3. change the manner of giving notice to members entitled to vote at a meeting of the members;
	4. change the method of voting by members not in attendance at a meeting of the members.

**Enacted: Wednesday, July 20, 2017.**

Stephen Breen Jeff Richer
**President Secretary**