

ONTARIO ASSOCIATION OF PATHOLOGISTS

BY-LAW NO. 2

SECTION I MEMBERSHIP

The Association shall consist of:

- Active members
- Associate members
- Emeritus members
- Life members
- Honorary members
- Resident members

Active Members Qualification

Active members shall be those persons who have graduated in medicine, who are licensed to practice in a province of Canada, who are in practice in Ontario and who are:

- 1) certified by or hold Fellowship in the Royal College of Physicians and Surgeons of Canada in some recognized branch of Laboratory Medicine;

or

- 2) in possession of credentials which in the opinion of the Executive Committee are the equivalent of (1) above;

and

- 3) for (1) and (2) are elected as Active Members in accordance with the By-Laws.

Privileges

Active members shall be entitled to attend and vote at General Business Meetings of the Association and to hold office in the Association.

Emeritus Members Qualification

Emeritus members shall be those members who have reached the age of 65 years or who have retired from practice, and have been active members for at least ten (10) years, and who have been elected to such membership at the General Meeting following nomination by the Board or by the member's own request.

Life Membership

Active members of the Association who have retired from the active practice of Pathology, and have, in the opinion of the Executive Committee and Board, rendered exceptional service to the Association, shall be eligible for election to Life membership in the Association at the General Meeting following nomination by the Board.

Honorary Members

Honorary members shall be persons of distinction who have contributed to the advancement of medicine, especially in the field of Pathology and its allied sciences. Nominations may be made by any member to the Board which will decide if the name is to be presented for election at the General Meeting.

Associate Members

Associate members may include those persons who:

- 1) reside and practice outside of the Province of Ontario but who are otherwise eligible for Active Membership; or
- 2) are graduates in medicine, certified by or holding Fellowship in the Royal College of Physicians and Surgeons of Canada, or its equivalent, in specialties other than laboratory medicine, and who have an interest in certain aspects of Pathology; or

- 3) graduates in sciences other than medicine, who are recognized as authorities in their science, and whose membership would further the goals of the Association.

Resident Members

- 1) Resident members may include those persons who are graduates in medicine and who have been accepted into a postgraduate program in Laboratory Medicine which has been approved by the Royal College of Physicians and Surgeons of Canada.
- 2) Upon completion of the postgraduate training and/or the attainment of suitable specialist qualifications in Pathology, a Resident member shall not be eligible to continue in this category, and will be expected to apply for Active membership in the manner prescribed.

Privileges for Emeritus, Life, Honorary, Associate and Resident Members

- 1) Associate and Resident members shall be entitled to all the privileges of the Association except that each such member shall not have the right to vote and shall not be eligible to hold office. Honorary and Emeritus members shall be allowed to vote.

Application for Membership

- 1) Every applicant for Active, Associate and Resident membership shall complete and submit an application on the form prescribed for the Association.
- 2) The application shall be signed by the applicant and the Active member of the Association sponsoring the application.
- 3) The application shall be forwarded to the Secretary-Treasurer.
- 4) If requested, the sponsoring Active member shall submit a letter of recommendation on behalf of the applicant to the Secretary-Treasurer.

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- 5) The application must incorporate proof that the candidate's qualifications meet the criteria for the membership category applied for, as prescribed in the By-Laws.
- 6) When the provisions of Paragraphs 1 to 5 have been met, the Secretary-Treasurer shall present the application to the Executive Committee, which shall assess the credentials of the applicant, review the recommendation of the sponsor, and, if found in order, shall recommend to the Board that the applicant be nominated for election to the appropriate category.
- 7) At the discretion of the Board, the applicant may be recommended to the Annual General Meeting for election to a category other than the one for which application was made, and the candidate shall be so advised.
- 8) If an applicant is found to be unacceptable to the Board, he/she shall be so advised.
- 9) Memberships are not transferable from one person to another.

Election to Membership

- 1) Applications which have been approved by Board for nomination to membership shall be submitted to a vote of the members at the Annual General Meeting.
- 2) Honorary and Life members shall be elected at the Annual General Meeting upon the nomination of the Board.
- 3) A two-thirds majority of members at the AGM will be required for election.

Termination of Membership

- 1) Termination of membership by a member of the Association shall be initiated by the submission of a letter of resignation to the Secretary-Treasurer, who shall acknowledge its receipt. A recommendation for the acceptance of such a resignation shall be approved by the next General Business Meeting.
- 2) Membership of the Association will be automatically terminated by the Board should a member's dues be in arrears by more than one year. The delinquent member will be notified of this situation in

writing. Such a member may regain membership on payment of all moneys owed by him/her to the Association, at the time when his/her original membership was terminated.

- 3) Any member whose name has been struck from the register with cause by the licensing medical authority of the Province or State, shall be ineligible to continue membership in the Association.
- 4) On the recommendation of the Board, the Association may suspend or terminate membership of any member for conduct unbecoming to the Association, after it has provided the member in question and his/her legal Counsel with proper opportunity to examine the evidence and present a defense before Board.

SECTION II FEES AND ASSESSMENTS

- 1) The annual fees of the members shall be determined by the Board from time to time.
- 2) Annual membership dues shall be payable to the Secretary-Treasurer in advance on January 1st of each year. Any member who fails to pay his/her dues not later than April 1st in any year shall be liable to suspension, in which case his/her name shall be dropped from the membership roles and removed from the mailing list.
- 3) Honorary, Life and Emeritus members shall be exempt from fees and assessments.
- 4) A voluntary assessment on the Active Membership to defray extraordinary expenses may be levied by Board.
- 5) The fees for Associate and Resident members shall be less than those for Active members.
- 6) In exceptional circumstances, when the payment of fees and assessments may inflict an undue financial hardship on a member, the Board may waive the payment of fees and assessments for a period of one year, this action to be recorded in the minutes of their meeting.

SECTION III ORGANIZATION

Nominating Committee

A Nominating Committee for each year shall consist of the President, the two immediate Past-Presidents and ideally two members who have been elected from the floor by the previous Annual General Meeting. They will meet during the year to prepare a slate of officers and Directors for presentation at the next Annual General Meeting. The consent of the proposed nominees shall be obtained before including their names on the slate. Nominations will conform to the By-Laws concerning eligibility.

The nominations of the Nominating Committee shall be presented to the Annual General Meeting, at which time further nominations, submitted in writing, and with the consent of the nominee, may be presented by an active member from the floor.

Elections

The elections, if necessary, shall be by secret ballot. Scrutineers shall be appointed by the President.

The nominee receiving the majority of favorable votes shall be considered elected to the office for which he/she was nominated.

Officers Eligibility

- 1) The Past-President
 - a) The President, on retiring from his/her office, shall be the Past-President and shall retain this position until such time as the new Past-President succeeds.
- 2) The President
 - a) The Vice-President shall ordinarily be named President on the election of a new Vice-President and shall take office at the conclusion of the Annual General Meeting. He/she shall serve for 2 years.
 - b) He/she shall represent the Association at all times.

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- c) He/she shall act as Chair of the Executive Committee, the Board and the Annual Meeting. He/she may, if deemed expedient, delegate this duty to either the Past-President or the Vice-President.
 - d) He/she shall be, ex-officio, a member of all Committees.
 - e) He/she shall do such other things and accept the authority and responsibility expected of a President.
- 3) The Vice-President
- a) The Vice-President shall be an Active member who, ideally, has served not less than two years on the Board. He/she shall generally hold office for a period of two years.
 - b) The Vice-President shall be nominated by the Nominating Committee or from the floor by an Active member and elected at each Annual General Business Meeting.
 - c) He/she shall assist the President in the performance of his duties.
 - d) He/she shall be a member of the Executive Committee.
 - e) He/she shall assume the duties and responsibilities of the President, should the latter be unable to act for any reason.
- 4) The Secretary-Treasurer
- a) The Secretary-Treasurer shall be nominated by the Nominating Committee or from the floor by an Active member and elected at an Annual Business Meeting.
 - b) He/she shall hold office for a period of three years, but shall be eligible for re-election.
 - c) He/she shall be a member of the Executive Committee and of the Board.
 - d) He/she shall keep all the records and accounts of the Association.
 - e) At each Annual Business Meeting, he/she shall present a report on the affairs of the Association and a statement of the account, with a balance sheet, showing the financial position of the Association.

Vacancies

Should a vacancy occur amongst the officers of the Association, the Executive Committee shall be empowered to name a successor who will fill the office and act until the next Annual General Business Meeting, at which time the office will be filled in accordance with the procedure outlined in the By-Laws.

BOARD OF DIRECTORS

- 1) Composition
 - a) The Board of Directors shall be composed of:
 - i) The Executive Committee of the Association.
 - ii) Six directors, preferably representing the six areas of the Province. They shall be nominated by the Nominating Committee or by an Active member from the floor. They shall be elected for a term of three consecutive years, in such a way that the continuity of representation is maintained.
- 2) Duties
 - a) The Board shall formulate policies and authorize disbursement of the Association's funds for ordinary and special business. The Board shall conduct, control and manage the affairs of the Association, and shall act for the Association in all matters not specifically provided for in the Constitution or the By-Laws.
 - b) The Board shall receive and act on reports from the Executive Committee, Standing Committees and Special Committees.
 - c) The Board shall report to the Annual Business Meeting, in summary form, on its actions during the previous year.
 - d) The actions of Board shall be subjected to ratification at the Annual General Business Meeting.
 - e) The Board shall select from its number the representatives to outside organizations and agencies.

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- f) The Board may advise the Executive regarding steps to be taken to enable the Association to receive donations and benefits for the purposes of furthering the objectives of the Association.
 - g) The Board shall confirm the appointment of all Officers.
- 3) Meetings
- a) The Board shall meet annually prior to the Annual General Business Meeting, and at such other times as may be called by the President. The Secretary or the President shall notify the members in writing of the agenda for the meetings. The Secretary will keep minutes of all Board meetings.
 - b) A majority of the Board members shall constitute a quorum.
- 4) Mail Ballot
- a) The President, instead of calling a meeting of Board may, and if requested to do so in writing by any two members of the Executive Committee, take a mail ballot of the members of the Board on any urgent matter. An affirmative vote by two-thirds of such members shall have the same force and effect as a resolution duly passed at a regular meeting of Board, provided such a ballot is taken in the following manner:
 - b) The questions submitted shall be in the form to which an affirmative or negative answer may be given.
 - c) The ballot shall be sent by prepaid, first class registered post, or Courier, or equivalent to all members of the Board not less than ten days before the last return date, accompanied by a letter from the President setting out the circumstances of the urgency and giving the last date on which the ballots will be received, and requesting that the ballots be signed and returned to the Secretary-Treasurer by the date named.
 - d) No ballot will be counted unless it is signed by a member of Board and is in the hands of the Secretary-Treasurer not later than the return date named.
 - e) Each Board member may cast one ballot only.
 - f) The Secretary-Treasurer shall examine the ballots and record and announce the vote.

- 5) Expenses
 - a) Travel and accommodation expenses shall be allowed for meetings, other than the Annual General Meeting, held in places other than the Board member's place of residence. Expenses will be submitted to the Secretary-Treasurer. There is no remuneration for services of members.

Executive Committee

- 1) Duties

The Executive Committee shall:

- a) be composed of the President, Vice-President, Secretary-Treasurer and Past-President.
- b) conduct the affairs of the Association between the meetings of Board.
- c) implement the policies established by Board.
- d) if required, appoint a Chair and members of any Standing and Special Committees.
- e) appoint the auditors of the Association.
- f) determine the time and place of the Annual Meeting and actively liaise with the Annual Meeting Organizing Committee.
- g) represent the OAP in discussions/consultations with the Ministry of the Solicitor General of Ontario regarding medicolegal fees and professional issues related to medicolegal autopsies.

Annual And Other Meetings of Members

- 1) The ultimate authority in Association matters shall be a convened General Meeting. This will usually be the Annual General Meeting.
- 2) The Annual General Meeting shall consist of business and scientific sessions.

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- 3) At the Annual General Meeting the arrangements for business meetings will be the responsibility of the Executive Committee. The arrangements for the scientific sessions, social program and other local arrangements will be the duty of the Chair of the Annual Meeting Organizing Committee. Sources of funds to cover costs will include registration fees, commercial exhibits and solicited donations. Surplus funds revert to the Association which shall be responsible for any deficit.
- 4) The Secretary-Treasurer shall give six months notice to the members of the place and date of the Annual General Meeting, and shall, at the same time, intimate a date by which notices of intended communications and demonstrations must reach him.
- 5) The O.A.P. Chain of Office will be worn by the President at the Annual General Meeting and at other times as deemed socially appropriate.
- 6) In the period between General Meetings, the Executive Committee shall have full power to act for the Association in accordance with the terms of the By-Laws.
- 7) No business shall be transacted at any General Meeting unless a quorum of the members of the Association is present at the time when the meeting proceeds to business. If, within one-half hour from the time appointed for the meeting, a quorum is not present, the meeting shall commence as a Committee of the Whole and the business transacted shall be confirmed by mail ballot vote of the general membership before any action is instituted.
- 8) The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the board of directors may determine and on such day as the said directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and a board of directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors or the President or Vice-President shall have power to call at any time a general meeting of the members of the Corporation. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice

by prepaid mail or telegraph, ten days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

- 8(a) The directors of the Corporation shall be elected and shall retire in rotation. At the first meeting of members two (2) directors shall be elected to hold office until the close of the third annual meeting of members after that date, two (2) directors to hold office until the close of the second annual meeting after that date and two (2) directors to hold office until the close of the next annual meeting after that date. Subsequently, at each annual meeting there shall be elected a number of directors equal to the number of directors whose term of office expires at the close of such meeting and each director so elected shall hold office until the close of the third annual meeting after such director's election."
- 9) No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Corporation.
- 10) Any meetings of the Corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.
- 11) A quorum for the transaction of business at any meeting of members shall be at least twenty (20) members who are allowed to vote either present in person or by proxy.
- 12) Subject to the provisions, if any, contained in the Letters Patent of the Corporation and the by-laws, each member of the Corporation shall at all meetings of members be entitled to one vote and he may vote by proxy. Such proxy need not himself be a member but before voting shall produce and deposit with the Secretary sufficient

appointment in writing from his constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he has paid all dues or fees, if any, then payable to him.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

- 13) The members may, by a resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his or her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his or her stead for the remainder of the term.

Committees

- 1) Committees of the Association shall be:
 - a) Standing
 - b) Special

- 2) Standing Committees
 - a) Standing Committees shall be those Committees with long-term duties and responsibilities.
 - b) The Executive Committee shall have the power of establishing or dissolving Standing Committees and shall each year name a Chair, and may name the members for the ensuing year in such a way as to ensure continuity.
 - c) Standing Committees shall report to the Board and the Annual Meeting annually. The terms of reference of Standing Committees shall be defined by the Executive Committee.
- 3) Special Committees
 - a) Special Committees may be appointed by the President, the Executive Committee or the Board for the purpose of conducting a special study.
 - b) They will cease to exist when they have fulfilled their terms of reference, or by a motion of the Executive Committee.

Representatives to Outside Organizations

To those outside organizations requiring continual representation by a member of this Association, a member of the Board, where possible, shall act as the representative.

Such representatives shall be required to present to Board:

- 1) The agenda of any meetings that they are to attend in order that they may be instructed by Board and
- 2) To report in full to Board the proceedings of any meetings they attend on behalf of the Association

Canadian Association of Pathologists Representative

- 1) The President of the Association shall be appointed by the Board for a period of two consecutive years as the Association's representative to the Canadian Association of Pathologists.

- 2) This representative shall be an active member of the Canadian Association of Pathologists. He/she shall be authorized to name an alternate if he/she is unable to act for any reason.

OMA Section on Laboratory Medicine

A member of Board shall be appointed as representative to the Council of the Section on Laboratory Medicine of the Ontario Medical Association. He/she shall be a member in good standing of the Section.

Banking

- 1) The bank of the Association shall be any Chartered bank that the Board may decide upon.
- 2) All moneys of the Association shall be deposited in the bank by the Secretary-Treasurer or another officer of the Association in the form in which the same were received. The President or Secretary-Treasurer, or an alternate appointed by the Board, may draw, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange and other negotiable instruments in the name of the Association.
- 3) The signing officers shall be the President, the Secretary-Treasurer, or an alternate appointed by the Board in place of one or other of the aforementioned. Each shall have power to execute documents in the name of the Association. No part of the funds or properties of the Association, or the funds derived therefrom, shall accrue to the benefit of any member or private individual. In the event of the dissolution of the Association, its assets shall be transferred to a non-profit educational organization, selected by a majority vote at the last Annual Meeting of the Association.
- 4) The financial year for the Association should be from January 1st to December 31st.

Alteration of the By-Laws

The By-Laws may be amended by a vote of two-thirds of the members present at the Annual Meeting. Notice of any desired amendment shall be sent to the Secretary-Treasurer, at least two months before the expected date of the Annual

Meeting. Proposed amendments shall be sent to members with notices of the place and date of the Annual Meeting.

Official Publication

An official publication, known as the OAP Newsletter, will be published at regular periodic intervals, to be determined by the Executive. It should be the Association's official means of communications with its members. The Editor should be the current President of the Association.

Official Web Site

A web site on the internet shall be maintained by the Association to provide information regarding the Association to members and to the public. The design and maintenance of the web site shall be the responsibility of Board but may be delegated to a member of the Association. Board shall be responsible for choosing an Internet Service Provider and obtaining a URL.

Parliamentary Procedure

The rules contained in Robert's Rules of Order (Current Edition) shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the By-Laws.

Head Office

The Head Office of the Corporation shall be in the City of Kitchener, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

Seal

The seal, an impression whereof is stamped in the margin hereof shall be the corporate seal of the Corporation.

Books & Records

The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

Financial Year

Unless otherwise ordered by the board of directors, the fiscal year of the Corporation shall terminate on the 31st day of December in each year.

Interpretation

In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

PASSED by the board of directors and sealed with the corporate seal this 15th day of May, 2004.

President

Secretary/Treasurer c/s