

BY-LAW NO. 3

A By-law relating generally to the
transaction of the activities and affairs of

ONTARIO ASSOCIATION OF PATHOLOGISTS

(Adopted [●], 2021)

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ARTICLE 1
DEFINITIONS AND INTERPRETATION

1.1 Definitions

In the By-laws of the Association, unless the context otherwise requires:

- (a) “**Act**” means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- (b) “**Articles**” has the meaning given in the Act;
- (c) “**Association**” means ONTARIO ASSOCIATION OF PATHOLOGISTS;
- (d) “**Board**” means the Board of Directors of the Association;
- (e) “**By-laws**” means this by-law as amended or restated and all other by-laws of the Association in force and effect;
- (f) “**Director**” means any one of the individuals who from time to time have been elected to serve on the Board;
- (g) “**Member**” means any one of the individuals who have been admitted to membership in the Association in accordance with section 3.1;
- (h) “**Officer**” includes, but is not limited to, any one of the officers of the Association described in Article 10;
- (i) “**Ordinary Resolution**” means a resolution that (i) is submitted to a meeting of the Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or (ii) is consented to by each Member entitled to vote at a meeting of the Members or the Member’s attorney;
- (j) “**Past-President**” means the past-president of the Association;
- (k) “**President**” means the president of the Association;
- (l) “**Secretary-Treasurer**” means the secretary-treasurer of the Association;
- (m) “**Special Resolution**” means a resolution that (i) is submitted to a special meeting of the Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds (2/3) of the votes cast, or (ii) consented to by each Member entitled to vote at a meeting of the Members or the Member’s attorney; and
- (n) “**Vice-President**” means the vice-president of the Association.

1.2 Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) words importing the singular number include the plural and *vice versa*;
- (b) the word “person” includes, but is not limited to, an individual, body corporate, partnership, trust and unincorporated organization;
- (c) other than as specified in Section 1.1, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act;
- (d) 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.

ARTICLE 2 FINANCIAL AND OTHER MATTERS

2.1 Corporate Seal

The Association may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary-Treasurer (or their delegate) shall be the custodian of the corporate seal.

2.2 Registered Office

Unless changed in accordance with the Act, the registered office of the Association shall be in the City of Kingston, in the Province of Ontario.

2.3 Books and Records

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

2.4 Financial Year

Unless otherwise ordered by the Board, the financial year-end of the Association shall be December 31st.

2.5 Execution of Documents

Contracts, documents or instruments in writing requiring the signature of the Association shall be signed by the President, the Secretary-Treasurer, or any other persons as the Board may by resolution from time to time designate, direct or authorize. Without limiting the generality of the foregoing, the Board is authorized from time to time by resolution to appoint any Officer or Officers or any person or persons on behalf of the Association to sign specific contracts, documents or instruments in writing. The seal of the Association may, when required, be affixed to contracts, documents or instruments in writing, signed as aforesaid.

2.6 Banking Arrangements

The banking business of the Association shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part of it shall be transacted by the President, Secretary-Treasurer and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

ARTICLE 3 MEMBERSHIP

3.1 Membership

There shall be six (6) classes of Members in the Association, as follows:

- (a) Active Members, consisting of those persons who:
 - (i) are licensed to practice medicine in the Province of Ontario;
 - (ii) are certified by or hold Fellowship in the Royal College of Physicians and Surgeons of Canada in some recognized branch of laboratory medicine; or
 - (iii) are in possession of credentials, which in the opinion of the Executive Committee, are the equivalent of (ii) above; and
 - (iv) are admitted as Active Members in accordance with these By-Laws;
- (b) Associate Members, consisting of those persons who:
 - (i) reside and practice medicine outside of the Province of Ontario but who are otherwise eligible for Active Membership; or
 - (ii) 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; or
 - (iii) are pathologists' assistants or laboratory technologists; or
 - (iv) are graduates in sciences other than medicine, who are recognized as authorities in their science, and whose membership would further the goals of the Association; and
 - (v) are admitted as Associate Members in accordance with these By-laws;
- (c) Emeritus Members, consisting of persons who:
 - (i) have retired from the active practice of medicine;
 - (ii) have been Active Members for at least ten (10) years; and

- (iii) are admitted as Emeritus Members in accordance with these By-laws;
- (d) Honorary Members, consisting of persons of distinction who:
 - (i) have contributed to the advancement of laboratory medicine; and
 - (ii) are admitted as Honorary Members in accordance with these By-laws;
- (e) Resident Members, consisting of persons who:
 - (i) are graduates in medicine; and
 - (ii) are registered for a postgraduate program in laboratory medicine that has been approved by the Royal College of Physicians and Surgeons of Canada; and
 - (iii) are admitted as Resident Members in accordance with these By-laws; and
- (f) Student Members, consisting of persons who:
 - (i) have an interest in laboratory medicine (i.e., medical students or pathologist assistant students); and
 - (ii) are admitted as Student Members in accordance with these By-laws.

3.2 Member Admission Process

- (a) Applicants for Active Member, Associate Member, Resident Member, Student Member status shall complete and submit an application on the form prescribed by the Board and provide copies of any supporting materials that may be requested by the Association. At the discretion of the Board or any Officer that it designates, the prospective Member shall be admitted or refused membership in the Association.
- (b) The Board may, in its discretion, admit individuals as Emeritus Members or Honorary Members. Nominations may be made by any Director or Member of the Association at any time.

3.3 Rights of Members

- (a) Active Members shall be entitled to receive notice of and to attend all meetings of the Members, and shall have one (1) vote at each such meeting. An Active Member is eligible to be elected as a Director and to be elected as an Officer of the Association.
- (b) Associate Members shall be entitled to receive notice of and to attend all meetings of the Members, but shall not have the right to vote at any such meetings. An Associate Member is eligible to be elected as a Director, but is not eligible to be elected as an Officer.

- (c) Emeritus Members shall be entitled to receive notice of and to attend all meetings of the Members, and shall have one (1) vote at each such meetings. An Emeritus Member is not eligible to be elected as a Director nor to be elected as an Officer of the Association.
- (d) Honorary Members shall be entitled to receive notice of and to attend all meetings of the Members, but shall not have the right to vote at any such meetings. An Honorary Member is not eligible to be elected as a Director nor to be elected as an Officer of the Association.
- (e) Resident Members shall be entitled to receive notice of and to attend all meetings of the Members, but shall not have the right to vote at any such meetings. A Resident Member is eligible to be elected as a Director, but is not eligible to be elected as an Officer.
- (f) Student Members shall be entitled to receive notice of and to attend all meetings of the Members, but shall not have the right to vote at any such meetings. A Student Member is not eligible to be elected as a Director nor to be elected as an Officer of the Association.

3.4 Memberships Not Transferable

Memberships in the Association are not transferable.

3.5 Membership Fees and Assessments

- (a) The annual fees of the Members shall be determined by the Board from time to time.
- (b) Annual membership fees shall be payable to the Association in advance of January 1st of each year.

3.6 Removal of Members

A membership in the Association is terminated when:

- (a) the Member fails to maintain any qualifications for membership described in section 3.1 of these By-laws;
- (b) the Member resigns by submitting a letter of resignation to the Secretary-Treasurer;
- (c) the Member dies;
- (d) the Member fails to pay their Membership fees within a year of them becoming due (except that the individual may be reinstated as a Member by the Board upon the payment of any outstanding fees);
- (e) the Member's name is struck for cause from the register of the medical licensing authority of the Province where the Member is licensed;
- (f) the Association is liquidated or dissolved under the Act; or
- (g) the Member is expelled in accordance with section 3.7.

3.7 Disciplinary Act or Termination of Membership for Cause

- (a) Upon fifteen (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 or for conduct unbecoming to the Association.
- (b) 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 five (5) days before the end of the fifteen (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.

ARTICLE 4 MEETINGS OF MEMBERS

4.1 Annual Meetings

The annual meeting of Members will be held, at the date and time determined by the Board, in each year and in such month, as determined by the Board, but in any case, not more than: (i) fifteen (15) months after the holding of the last preceding annual meeting; and (ii) six (6) months after the end of the Association's preceding financial year. At every annual meeting of Members, the Members shall:

- (a) review and consider the financial statements, the report of the auditor (or person who has been appointed to conduct a review engagement) and any other reports required by the Act to be placed before the Members at the annual meeting;
- (b) receive the report of the Board on its actions during the preceding year;
- (c) elect Directors in accordance with section 5.2;
- (d) appoint the auditor or a person to conduct a review engagement for the coming year; and
- (e) the election of up to (2) Members to the Nominating Committee from the floor of the meeting;
- (f) transact any other business that may be properly brought before the Members.

4.2 Special Meetings

The Board shall have the power to call at any time a special meeting of the Members.

4.3 Place of Meetings

The annual meeting or any special meeting of the Members must take place in Ontario.

4.4 Meetings by Telephonic or Electronic Means

If the Directors or Members call a meeting of the Members, the Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

4.5 Notice of Meetings

Notice stating the day, hour and place of a meeting of the Members shall be given to each Member, the Directors and to the auditor or person appointed to conduct a review engagement at least ten (10), and no more than fifty (50), days before the date of every meeting.

4.6 Special Business

Notice of any meeting where special business will be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any Special Resolution to be submitted to the meeting. For purposes of this section, all business transacted at a special meeting or annual meeting of Members, except consideration of the financial statements, consideration of the audit report or review engagement report, an “extraordinary resolution” (as defined in the Act) to have a review engagement instead of an audit or to not have an audit or a review engagement, the election of Directors, and the re-appointment of the incumbent auditor or person appointed to conduct a review engagement, is “special business”.

4.7 Chair of Meetings

The President or, in their absence, the Vice-President shall preside as chair at a meeting of the Members, but, if there is no President or Vice-President or if at a meeting neither of them is present within fifteen (15) minutes after the time appointed for the holding of the meeting, the Members present shall choose a person from their number to be the chair of the meeting.

4.8 Quorum

At least twenty (20) Members who are entitled to vote and who are present in-person, by telephonic or electronic means, or by proxy, will constitute a quorum at a meeting of the Members. No business shall be transacted at any meeting unless the requisite quorum shall be present.

4.9 Manner of Voting

- (a) At all meetings of Members, every question will be determined by:
 - (i) Ordinary Resolution, unless otherwise specifically provided by the By-laws or the Act; and
 - (ii) by show of hands unless a ballot is demanded by a Member entitled to vote at the meeting.
- (b) Notwithstanding the foregoing, the elections of Directors may take place by secret ballot.

- (c) Every Member who is entitled to vote may, by means of a written proxy that conforms with the requirements of the Act, appoint a person, who must be a Member (or the Chair of the meeting), as the Member's nominee to attend and act at the meeting, in the manner, to the extent and with the power conferred by the proxy.
- (d) If a telephonic or electronic meeting of Members is held, then any person participating in, and entitled to vote at, that meeting may vote, in accordance with the Act, by means of the telephonic or electronic communication facility that the Association has made available for the purpose.

4.10 Resolutions in Writing

Subject to the Act, a resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of Members. Any such resolution may be signed in counterparts, each of which will be an original and all of which together will constitute one and the same resolution. A Member may submit their written signature by facsimile, email or other functionally equivalent electronic means of transmission.

ARTICLE 5 BOARD OF DIRECTORS

5.1 Powers of the Board

The Board shall manage or supervise the management of the activities and affairs of the Association in all things. The Board may make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and may exercise all such other powers and do all such other acts and things as the Association is authorized to exercise and do.

5.2 Composition of the Board

Subject to sections 5.3 and 5.4, the Board will have the following composition:

- (a) the four (4) members of the Executive Committee (the “**Executive Committee Directors**”);
- (b) five (5) Active Members (the “**Active Member Directors**”);
- (c) one (1) Associate Member who is a pathologist assistant or a laboratory technologist (the “**Associate Member Director**”); and
- (d) one (1) Resident Member (the “**Resident Member Director**”).

5.3 Qualifications

Each Director shall:

- (a) be an individual who is at least eighteen (18) years of age;
- (b) not have the status of bankrupt;

- (c) not have been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property; and
- (d) not have been found to be incapable by any court in Canada or elsewhere.

If an individual ceases to be qualified as provided in this Section 5.3, the individual thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by Section 5.6.

5.4 Election and Term

- (a) The Executive Committee Directors will become Directors coincident with their respective elections as Officers (or in the case of the Past-President, upon becoming the Past-President), and shall hold office as Directors for their respective terms as Officers.
- (b) The Active Member Directors will be elected as Directors by the Members at annual meetings of the Association for terms of three (3) years or until their successors are elected from among the candidates nominated by the Nominating Committee. In nominating candidates for these positions, the Nominating Committee will attempt to ensure that these Directors are drawn from different geographic regions in the Province of Ontario.
- (c) The Associate Member Director will be elected as a Director by the Members at annual meetings of the Association for a term of two (2) years or until their successor is elected from among the candidate(s) nominated by the Nominating Committee.
- (d) The Resident Member Director will be elected as a Director by the Members at annual meetings of the Association for a term of two (2) years or until their successor is elected from among the candidate(s) nominated by the Nominating Committee.

5.5 Removal of Directors

The Members may, by Ordinary Resolution, at a special meeting remove any voting Director from office for any reason, and may, by Ordinary Resolution, elect any individual in her or his stead for the remainder of her or his term.

5.6 Resignations

The office of Director shall be vacated upon the written resignation of the Director, effective at the time the written resignation is sent to the Association or at the time specified in the resignation, whichever is later.

5.7 Vacancies

Subject to the Act, from time to time in the event of any vacancy occurring in the Board (except through an increase in the number of Directors) such vacancy may, as long as there is a quorum of Directors, be filled by the Directors if they shall see fit to do so; and any Director appointed to fill any such vacancy shall hold office for the unexpired term of the Director who ceased to be a Director and who caused such vacancy.

5.8 Remuneration

The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from her/his position as such, provided that a Director may be paid reasonable expenses incurred by her/him in the performance of her/his duties.

ARTICLE 6 MEETINGS OF DIRECTORS

6.1 Meetings of the Board

Subject to the By-laws, the Act and any resolution of the Board, notice of the date, time and place of each meeting of the Board will be given in the manner provided in section 15.1 to each Director not less than two (2) business days before the time when the meeting is to be held. No notice of a meeting will be necessary if all the Directors in office are present or if those absent waive notice of that meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. A notice of a meeting of the Board need not specify the purpose of or the business to be transacted at the meeting except where required by the Act.

6.2 Place of Meetings

Meetings of the Board may be held at the registered office of the Association or at any other place within or outside Ontario, as determined by the Board.

6.3 Meeting by Telephonic or Electronic Means

A Director may, if all the Directors consent, participate in a meeting of the Directors or of a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed for the purposes of this Act to be present at the meeting.

6.4 Calling of Meetings

The President, a Vice-President or any two (2) Directors may, at any time, call a meeting of the Board for the transaction of any business.

6.5 Quorum

A majority of the number of Directors of the Association in office at the time the meeting is held constitutes a quorum at any meeting of Directors.

6.6 Votes to Govern

Each Director is authorized to exercise one (1) vote at each meeting of the Board. Unless otherwise required by the Act, at all meetings of the Board, every question will be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting will be entitled to a second vote.

6.7 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors is as valid as if it had been passed at a meeting of Directors or committee of Directors. Any such resolution may be signed in counterparts, each of which will be an original and all of which together will constitute one and the same resolution. A Director may submit her or his written signature by facsimile, e-mail or other functionally equivalent electronic means of transmission.

6.8 Confidentiality

Unless otherwise specified by the President or Vice-President, all information discussed and matters considered at Board meetings are to be held in confidence by Directors. Directors shall ensure that any others in attendance at Board meetings will hold all information discussed and matters considered thereat in confidence.

6.9 Minutes

The Board shall see that all minutes of the Association required by the By-laws or by any applicable statute or law are regularly and properly kept.

ARTICLE 7 COMMITTEES

7.1 Committees of the Board

Subject to the Act, the Board may establish, by resolution, committees on such terms and conditions as the Board deems appropriate, whose members will hold their offices at the discretion of the Board or as otherwise determined by the Board.

7.2 Procedure

Unless otherwise determined by the Board, each committee will have the power to fix its quorum at not less than a majority of its voting members, and to regulate its procedure.

**ARTICLE 8
EXECUTIVE COMMITTEE**

8.1 Executive Committee

The Association will have an Executive Committee composed of the President, the Vice-President, the Secretary-Treasurer, and the Past-President, from time to time.

8.2 Duties

The duties of the Executive Committee, among other duties assigned by the Board from time to time, shall include:

- (a) conducting the affairs of the Association between the meetings of Board (except for those matters, which, under the Act, can only be conducted by the Board);
- (b) implementing the policies established by Board from time to time; and
- (c) representing the Association in discussions/consultations with government officials.

**ARTICLE 9
NOMINATING COMMITTEE**

9.1 Nominating Committee

The Association will have a Nominating Committee composed of the President, the current Past-President and the Past-President preceding them, and up to two (2) Members who have been elected from the floor by the previous annual meeting.

9.2 Duties

The duties of the Nominating Committee, among other duties set forth in these By-laws, shall include:

- (a) verifying the eligibility of Officer and Director candidates and obtaining their consent to serve the Association;
- (b) obtaining the consent of the candidates before including their names on the slate;
- (c) preparing a slate of Officer and Director candidates for election by the Members at annual meetings where elections are required; and
- (d) such other duties as may from time to time be prescribed by the Board.

ARTICLE 10 OFFICERS

10.1 Election and Appointments

The Members shall elect a President, a Vice-President, and a Secretary-Treasurer from among the Active Members of the Association, who shall be nominated by the Nominating Committee. The Directors may appoint such other Officers as they shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

10.2 Past-President

The President, on retiring from their office, shall be the Past-President and shall retain this position until such time as the new Past-President assumes office. The Past-President shall have such other powers and shall perform such other duties as may from time to time be assigned to the Past-President by resolution of the Board or as are incidental to the office.

10.3 President

The President shall be elected by the Members to hold office for a term of two (2) years or until their successor is elected. In the ordinary course, it is expected that the Vice-President will be put forward for election as the President. The President shall preside at all meetings of the Members, of the Board, and of the Executive Committee, and shall be an ex officio member of all committees. The President shall see that all orders and resolutions of the Board are carried into effect. The President shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by resolution of the Board or as are incidental to the office.

10.4 Vice-President

The Vice-President shall be elected by the Members to hold office for a term of two (2) years or until their successor is elected. During the absence or disability of the President, the President's duties will be performed by the Vice-President. The Vice-President shall have such other powers and shall perform such other duties as may from time to time be assigned to the Vice-President by resolution of the Board or as are incidental to the office.

10.5 Secretary-Treasurer

The Secretary-Treasurer shall be elected by the Members to hold office for a term of three (3) years or until their successor is elected. The Secretary-Treasurer shall be eligible for re-election. Unless otherwise determined by the Board, the Secretary-Treasurer will attend and be the secretary of all meetings of the Board, Members and committees of the Board. The Secretary-Treasurer will enter or cause to be entered in records kept for that purpose minutes of all proceedings at meetings of the Board, Members and committees of the Board, whether or not the Secretary-Treasurer attends those meetings; the Secretary-Treasurer will give or cause to be given, as and when instructed, all notices to Members, Directors, Officers, the auditor or person appointed to conduct a review engagement, members of committees of the Board and any other persons or person designated by the Board; the Secretary-Treasurer will, with support from the Secretariat, be the custodian of all books, papers, records, documents and instruments in writing

belonging to the Association, except when some other Officer has been appointed for that purpose; and the Secretary-Treasurer will have any other powers and duties as the Board may specify. Notwithstanding the foregoing, the duties of the Secretary-Treasurer as described herein may be delegated by the Board to one or more employees or agents of the Association.

10.6 Agents and Attorneys

The Board will have power to appoint agents or attorneys for the Association in or out of Canada with any powers of management (including, but not limited to, the power to sub-delegate) that the Board deems appropriate.

10.7 Term of Office

- (a) Each Officer shall continue in office until:
 - (i) their term of office expires;
 - (ii) their replacement by a successor;
 - (iii) the Officer's resignation by delivery of a written resignation to the Association;
 - (iv) the Officer ceasing to be an Active Member; or
 - (v) the Officer's removal by resolution of the Board.
- (b) If the office of any Officer of the Association shall be or becomes vacant, the Board may by resolution appoint a person to fill such vacancy until the next annual meeting of the Members. For greater certainty, it is not necessary to fill a vacancy in the office of Past-President.

10.8 Remuneration

The Board may determine a reasonable remuneration for all agents and attorneys of the Association. The Officers will be entitled to be reimbursed for reasonable expenses properly incurred by them in performing their duties.

ARTICLE 11 AUDITOR

11.1 Auditor

Subject to the Act, at each annual meeting, the Members shall appoint an auditor or person to conduct a review engagement of the Association to hold office until the close of the next annual meeting. The Members may, at any special meeting, remove the auditor or person appointed to conduct a review engagement by Ordinary Resolution before the expiration of such auditor's or person's term of office, and shall appoint another auditor or person in such auditor's or person's place for the remainder of such auditor's or person's term. If the Members do not appoint another auditor or person to conduct a review engagement at that meeting, the Directors shall fill immediately any vacancy in the office of auditor or person appointed to conduct a review

engagement. The remuneration of the auditor or person appointed to conduct a review engagement shall be fixed by the Board.

ARTICLE 12 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

12.1 Indemnity

The Association shall indemnify a Director or Officer of the Association, a former Director or Officer of the Association or an individual who acts or acted at the Association's request as a Director or Officer, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Association or other entity.

12.2 Advance of Costs

The Association shall advance money to a Director, Officer or other individual referred to in section 12.1 for the costs, charges and expenses of an action or proceeding referred to in that section, but the individual shall repay the money if the individual does not fulfil the conditions set out in section 12.3.

12.3 Limitation

The Association shall not indemnify an individual under section 12.1 unless:

- (a) the individual acted honestly and in good faith with a view to the best interests of the Association or other entity, as the case may be; and
- (b) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

12.4 Derivative actions

The Association shall, with the approval of the court, indemnify an individual referred to in section 12.1, or advance money under section 12.2, in respect of an action by or on behalf of the Association or other entity to obtain a judgment in its favour to which the individual is made a party because of the individual's association with the Association or other entity as described in section 12.1, against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in section 12.3.

12.5 No Restriction

The Association will also indemnify the individuals referred to in section 12.1 in any other circumstances that the Act permits or requires. Nothing in these By-laws will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws.

12.6 Insurance

The Association shall, at all times, maintain in force such Director's and Officer's liability insurance as may be approved by the Board.

ARTICLE 13 CONFLICTS OF INTEREST

13.1 Conflicts of Interest

Subject to and without limiting any code of conduct or other policy adopted by the Board from time to time that pertains to conflicts of interest or commercial links to the Association, any Director or Officer who finds that they are in a conflict of interest, with respect to any matter before or which may come before the Board, or relevant to the affairs of the Association, shall declare that conflict of interest to the Board and, in the case of a voting Director, must excuse themselves from voting on the matter, and, in the case of Directors and Officers, unless otherwise invited, must excuse themselves from discussion of the matter and from meetings during discussion of the matter.

ARTICLE 14 BY-LAW AMENDMENTS

14.1 By-law Amendments

Except for amendments requiring approval by a Special Resolution of the Members under the Act, the Board may by resolution amend this By-law, and any such amendment shall be effective from the date of the resolution of the Board until the next meeting of Members where it may be confirmed, rejected or amended by the Members. If the amendment is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The amendment ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

ARTICLE 15 MISCELLANEOUS

15.1 Method of Giving Notice

- (a) A notice or document required by the Act, the Articles or the By-laws, to be sent to a Member or Director of the Association may be sent by prepaid mail addressed to, or may be personally delivered to, the individual's last recorded address as recorded on the books of the Association, or may be sent electronically, subject to compliance with the Act and this By-law. A notice or document mailed in accordance with this section 15.1 to a Member or Director of the Association is deemed to be received by the addressee at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the addressee did not receive the notice or document at that time or at all. A notice or document sent electronically shall be deemed to have been received if sent in compliance with the Act and this By-law.

- (b) The accidental omission to give any notice to any Member, Director, Officer, auditor or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof will not invalidate any action taken at any meeting held pursuant to or otherwise founded on that notice.

15.2 Canadian Association of Pathologists Representative

The President of the Association shall be appointed by the Board for a period of up to two (2) consecutive years as the Association's representative to the Canadian Association of Pathologists. They shall be authorized to name an alternate if they are unable to act for any reason.

15.3 OMA Section on Laboratory Medicine

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

15.4 Repeal

All previous by-laws of the Association are repealed as of the coming into force of these By-laws. The repeal shall not affect the previous operation of any by-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Articles or predecessor charter documents of the Association obtained pursuant to, any such by-laws before its repeal, including the admission of Members. All Directors, Officers, Members, and persons acting under any by-laws so repealed shall continue to act as if appointed under the provisions of these By-laws, and all resolutions of the Members or Directors or a committee of the Board with continuing effect passed under any repealed by-laws shall continue to be good and valid except to the extent inconsistent with these By-laws and until amended or repealed.