

# BASIC RADIOGRAPHY WORKER SOCIETY



PURPOSES AND BY-LAW

## PRELIMINARY

The Basic Radiographer Worker Society henceforth known as the “Society” was formed by a group of dedicated Basic Radiographer Workers and the birth child of Sagius Sainnawap.

The words used in this By-Law importing the singular number only shall include the plural and vice versa and the masculine shall include the feminine and except when otherwise not clearly excluded, words importing persons shall include corporations.

The Basic Radiographer Worker Society is the organization representing the interests of Aboriginal/First Nation peoples practising Medical Radiation Technology in Canada.

## MISSION STATEMENT

The Mission of the Society is to address the needs of the Basic Radiographer Worker and represent their best interests in the practice of Medical Radiation Technology.

## CORE VALUES

The Core Values of the Society are:

Fairness  
Equity  
Collaboration  
Ethics  
Diversity

Openness  
Cooperation  
Discussion  
Tolerance

## PURPOSES

The purposes for which the Society is established are:

1. To promote and elevate the activities and competence of the Basic Radiography Worker (BRW).
2. To facilitate the exchange of information and ideas on matters affecting BRW practice.
3. To provide opportunities for continuing education.
4. To print, publish, sell, lend or distribute the proceedings of reports of the Society, or any papers, communications or such documents.
5. To associate, to affiliate and to federate with any association or society or organization, incorporated or unincorporated, related to health sciences.

## SECTION 1 - GENERAL BY-LAW

- 1.01** The name of the Corporation (herein called “the Society”) is the Basic Radiographer Worker Society and may be abbreviated to “BRWS” for common use.
- 1.02** “Board” means the Board of Directors elected under the By-Law.
- 1.03** “Members” means persons elected or admitted to the Society and registered under one of the classes of Members as set out in the By-Law here within.
- 1.04** “BRW” means a Basic Radiographer Worker.
- 1.05** “Certificate” means a document of successful completion of the Basic Radiographer Worker Training Program.
- 1.06** “Committee” means a group of Members or other persons appointed by the Board and/or the Membership to provide advice and to assist in the carrying out the purposes of the Society.
- 1.07** “Committee of the Board” means a committee made up of Members of the Board of Directors.

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- 1.08** “Rules” means those rules and procedures approved by the Board for implementation of the By-Law.
- 1.09** “Registry” means the list of Members of the Society.
- 1.10** “Scope of Practice” means the statement and the boundaries of the practice of Medical Radiation Technology as defined by the Basic Radiographer Worker Training Program.
- 1.11** “Standards of Practice” means the BRW Standards of Practice.
- 1.12** “Code of ethics” means the Code of ethics of the Canadian Association of Medical Radiation Technologists.
- 1.13** “CAMRT” means the Canadian Association of Medical Radiation Technologists.
- 1.14** “AGM” means the Annual General Meeting of the BRWS.
- 1.15** “Voting Member” means people eligible to vote on Society business.
- 1.16** “Standing Committee” means a committee established and disestablished by a two-thirds majority vote of Voting Members at an AGM. The activities of a Standing Committee must be reported to the Membership.

## SECTION 2 - HEAD OFFICE

- 2.01** The Head Office of the Society shall be situated in a place as determined by the Board and/or at such place therein as the Board, from time to time, shall by resolution, determine.

## SECTION 3 - MEMBERSHIP

### 3.01 Classes of Members

There shall be the following classes of Members:

- a. Full Practice Members - persons who have successfully graduated from a recognized Basic Radiography Worker Training Program and are practising as a BRW.
- b. Non-Practising Members - persons who were certified as a BRW and are no longer practising but wish to remain as Members of the Society.
- c. Distinguished Members.

There are three (3) classes of distinguished members:

- (i) Life Members - those former Voting Members of the Society who have made a significant contribution to the Society and have exemplified the highest of character as a member and in practice. Such Members shall pay no dues but shall have a vote and may hold office.
  - (ii) Honourary Life Members - persons who are not Voting Members of the Society but who have made a significant contribution to the evolution and/or practice of the BRW. Such Members shall pay no dues nor shall have voting privileges nor hold office.
  - (iii) Elders - former Members who have been Members of the Society for more than twenty-five (25) years. These Members shall not pay dues, shall have a vote and may hold office.
- d. Student Members - persons who are enrolled in the Basic Radiography Worker Training Program but who have not yet graduated. Student Members shall pay dues established by the Board, may have a vote but shall not hold office.

### 3.02 Annual Dues

All classes of Membership shall pay such annual dues as prescribed by the Board.

### **3.03 Proof of Membership**

The Board shall, upon payment of such fees and in compliance with such rules as it may be required, issue Members proof of Membership in the form of a certificate or such other appropriate document.

### **3.04 Suspension or Expulsion of Members**

- a. Any Member whose annual dues are not paid by 1 April in any year, shall be considered in default of payment of dues. In such cases, Membership privileges shall be automatically suspended until such time as any penalties or conditions assigned by the Board are met in full.
- b. Members may be expelled based on the criteria established by the Board and documented in the Rules to these By-Laws and/or in the policies and procedures of the Society.

### **3.05 Resignation of Members**

Any Member may resign by submitting his/her resignation in writing or by electronic means to the Secretary of the Board prior to 1 April of the year the dues are payable.

### **3.06 Reinstatement of Members**

- a. Persons who have resigned in writing or by electronic means, in accordance with Article 3.05 shall not be assessed penalty or reinstatement fees.
- b. Persons whose Membership fell into arrears shall be required to pay any penalty, reinstatement or administrative fees as determined by the Board and documented in the policies and procedures of the Society.
- c.

### **3.07 Arrears**

Annual dues not paid by 1 April in each year constitutes being in arrears and are subject to a penalty fee and other fees as determined from time to time by the Board.

## SECTION 4 - MEETINGS

**4.01** A printed, written, typewritten or electronic notice stating the day, hour and place of meeting, and the general nature of the business to be transacted, shall be served by sending such notice to each Member at least thirty (30) days (exclusive of the day for which notice is given) before the date of every meeting to each Member's last known address. The accidental omission to give notice of any meeting or the non-receipt of any notice shall not invalidate any action or decision made at such meeting.

### **4.02 Annual Meeting**

- a. The Annual Meeting (AGM) of the Society shall be held at such place in Ontario in the month of November or July or August in each year as the Board shall determine.
- b. The agenda of the AGM shall include, but not be limited to, the following items:
  - (i) Minutes of the last AGM
  - (ii) President's Address
  - (iii) Election/Appointments
  - (iv) Committee Reports
  - (v) Appointment of Auditor

### **4.03 Special Meetings**

Other meetings of the Society whether special or general, may be convened by order of the Board at any time on its own motion provided that the Board must call a special general meeting if it receives a request, in writing, signed by ten percent (10%) of the Voting Members, specifying the business to which such a meeting is required.

### **4.04 Quorum**

Twelve (12) Voting Members of the Society present in person shall constitute a quorum. No business shall be transacted at any meeting unless the said quorum be present.

- 4.05**
- a. Each Voting Member may, by means of a proxy, appoint a person as nominee to attend and act at the meetings in the manner and to the extent with the power conferred by proxy.
  - b. The Board may, by resolution, fix a time, not exceeding forty-eight (48) hours, excluding Saturdays and holidays, preceding any meeting or adjourned meeting

of Members before which time proxies to be used at that meeting must be deposited with the Society or a designated agent thereof, and any period of time so fixed shall be specified in the notice calling the meeting.

- c. The form of proxy shall meet the requirements of the legislation governing these By-Laws. Proxy forms shall be sent to each Voting Member by Canada Post or electronic means.

#### **4.06 Voting**

- a. Each Voting Member shall be entitled to one vote on all questions. In case of a tie vote, the Chair of the meeting shall have a second, or casting vote.
- b. The Chair of the meeting shall be the sole and absolute judge of the validity of any vote or vote cast at a meeting and as such direct that any votes which the Chair declares invalid be not counted for any purpose.

#### **4.07 Adjournment**

The Chair may with consent of any meeting, adjourn the same, from time to time, and no notice of such adjournment need be given. Any business may be brought before or dealt with at the adjourned meeting, which might have been brought before or dealt with at the original meeting in accordance with the original notice calling the same.

## **SECTION 5 - DIRECTORS**

#### **5.01 Number and Qualification**

- a. The affairs of the Society shall be managed by a Board of Directors, of whom four (4) shall form a quorum.
- b. Each Director must be a Member of the Society eligible to vote.
- c. The Immediate Past President shall be, ex-officio, a Director of the Society.

## **5.02 Nominations**

Each community with Basic Radiography Service may nominate one (1) BRW as a candidate for election to the Board. Such nominations must be in writing and signed by the nominator and include the nominee's consent to act as a Director, if elected.

## **5.03 Election and Term of Office**

- a. Election of Directors shall be by ballot of Voting Members, conducted at the AGM. Directors shall be acclaimed to Office when there have not been enough nominations to hold an election
- b. Directors shall be elected to hold office for a term of three (3) years from the date of their election.
- c. The Term of Office shall run from 1 January to 31 December of each year.

## **5.04 Vacating Office**

The office of any Director shall be vacated if such Director:

- (i) by notice in writing to the Society, resigned as a Director
- (ii) becomes bankrupt, or suspends payment or compounds with his creditors or makes an authorized assignment or is declared insolvent
- (iii) is found to be a mentally incompetent person or becomes of unsound mind
- (iv) ceases to be a Member of the Society.

## **5.05 Filling Vacancies**

- a. Any vacancy occurring in the Board may, so long as a quorum of the Board is in office, be filled by the Board then in office who may appoint a qualified person to hold office as a Director. If there not be a quorum of the Board, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancies.
- b. Individuals filling vacancies on the Board shall meet the skill sets and other requirements as established by the Board.

**5.06 Removal of Directors**

Any Director may be at any time removed from office by a resolution passed by a two-thirds (2/3) majority of the votes cast at a special Meeting of the Society duly called for this purpose, and by a majority of the votes cast at this meeting another qualified person may be elected to fill this vacancy for the remainder of the term.

## SECTION 6 - OFFICERS

**6.01 Officers**

The Officers of the Society shall be President, Vice President, Treasurer, Secretary and the Immediate Past President.

**6.02 Election of Officers**

The Board shall elect the Officers at a time and place as soon as possible following the AGM as practicable.

**6.03 President**

- a. The President shall be the Chief Executive Officer and Chair of the Board. He shall preside at all meetings of the Society and of the Board and shall report to all AGMs of the Society.
- b. The President shall be an ex-officio member of all committees of the Society.
- c. The President shall keep or cause to be kept such book or books as are required by all applicable legislation and as required by the Rules.

**6.04 Vice President**

The Vice President shall perform such duties as are, from time to time, required by the Board. The Vice President shall be vested with all the powers and shall perform all the duties of the President in the event of the absence of the President or the President's inability or refusal to act. If the Vice President so acts, the absence or inability of the President shall be presumed with reference thereto.

**6.05 Secretary of the Board**

The Secretary shall perform all duties incidental to the Office and which are, from time to time, required by the Board.

**6.06 Treasurer**

The Treasurer shall perform all duties incidental to the Office and which are, from time to time, required by the Board.

**6.07 Immediate Past President**

The Immediate Past President shall act as a counsel to the President and Chair the Nominating Committee.

**6.08 Limitation of Authority**

No Officer or Member shall obligate the Society or commit it to any policy, program purchase, sale or responsibility without the express authority of the Board in each case, but the President and Treasurer may accept property on behalf of the Society tentatively on condition that such acceptance shall be withdrawn and cancelled if confirmation be not formally given at the next meeting of the Board following such tentative acceptance.

**6.09** In the case of the absence or inability to act of any Officer of the Society or for any other reason that the Board may deem sufficient, the Board may delegate the powers of such Officer to any other Officer or to any Director for the time being, provided that a majority of the Board then in Office concur therein.

## SECTION 7 - MEETINGS OF THE BOARD

**7.01 Place**

Meetings of the Board may be held at such place or by electronic means as the Board may, from time to time, determine.

## **7.02 Notice**

- a. A meeting of the Board may be held without notice at the conclusion of the AGM.
- b. Other meetings may be held at any time without formal notice if all the Directors be present, or those absent have signified their consent in writing or by electronic means, of the meeting being held in their absence.
- c. Meetings may be at any time called by the President or any two (2) other officers or two-thirds (2/3) of the Board.
- d. Notice of meetings of the Board shall be in the hands of the Directors at least five (5) days (exclusive of the day on which the notice is delivered, but inclusive of the day for which the notice is given) before the meeting is to take place. Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by any Director at any time either before or after such a meeting. The presence of any Director at a meeting shall be deemed to constitute a waiver of notice of calling the said meeting.

## **7.03 Voting**

Each Director shall be entitled to one (1) vote on all questions arising at meetings of the Board. Such questions shall be decided by a majority vote. In the case of a tie, the Chair shall have a second, or casting vote. If two or more Directors present at meetings so request, the vote shall be taken by ballot.

## **7.04 Calling of Meetings**

Meetings of the Board shall be called by the Secretary of the Board at the request of the President or at the request of two-thirds (2/3) of the Directors. The President shall set the agenda.

## **7.05 Report of Proceedings**

- a. Reports of any proceedings of the Board shall be the property of the Society and shall not be communicated without the prior consent to the Board.
- b. Members may have access to the reports of proceedings in accordance with the policies and procedures of the Society.

#### **7.06 Powers to Make Rules**

The Board may make rules relating to the administrative and internal affairs of the Society, not inconsistent with the By-Law. Without limiting the generality of the foregoing, the Board shall make rules regarding:

- (i) the execution of documents by the Board.
- (ii) banking and finance
- (iii) remuneration of Officers, committee members or other persons appointed by the Board
- (iv) creation of committees and appointment of Members thereto
- (v) creation of divisions or sections of the Society.
- (vi) Membership, resignation and examination fees
- (vii) reimbursement of expenses incurred on behalf of the Society
- (viii) Rules and Procedures for purposes of implementation of this By-Law.

## **SECTION 8 - COMMITTEES**

#### **8.01 Standing Committees**

The following Standing Committees are established:

- (i) Continuing Education
- (ii) Public Relations
- (iii) Professional Practices.

#### **8.02 Executive Committee**

The Board shall have an Executive Committee consisting of the President, Vice President, Treasurer, Secretary of the Board and the Immediate Past President. The Immediate Past President shall Chair the Committee. The Committee shall possess and exercise all the powers of the Board, subject to any restrictions which the Board itself, may, from time to time, impose in the management and direction of the affairs of the Society during intervals between meetings of the Board.

#### **8.03 Committees of the Board**

The Directors of the Society may be asked to sit on Committees called Committees of the Board. They shall be:

- (i) Executive Committee
- (ii) Finance Committee
- (iii) Nominating Committee
- (iv) By-Laws, Rules and Procedures
- (v) Strategic Planning Committee

**8.04 Special Committees**

The Board shall appoint Special Committees as may be required to meet the needs of the Society from time to time. Such Special Committees shall be formed for a period not to exceed one (1) year.

**8.05 Appointment of Chairs**

- a. In the case of Standing Committees and Special Committees, the Board shall appoint the Chair and set the terms of reference.
- b. The term of a Chair for a Standing Committee shall be one (1) year renewable indefinitely at the pleasure of the Board and on concurrence of the Members.

## SECTION 9 - GENERAL MATTERS

**9.01 Publications**

Whenever practical, every publication of the Society and every paper presented to the Society or accepted for publication in whole or in part, shall be the property of the Society. The Board shall have the power to release the rights of the Society in and to any such document.

**9.02 Examination of Books and Documents**

Each Member shall have the right to inspect any book or document of the Society as conferred by statute or as authorized by the Board, or by resolution of the Voting Members at an AGM.

### **9.03 Indemnification**

Each Director and their heirs, executors, administrators, and estate and effects of such Director shall be indemnified and saved harmless out of the funds of the Society from and against:

- (i) all costs, charges and expenses whatsoever that Director sustains or incurs in or about any action, suit, or proceeding that is brought, commenced or prosecuted against such director, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such Director, in or about the execution of the duties of the office
- (ii) all other costs, charges and expenses that such Director sustains or incurs in or about or in relation to the affairs, except such costs, charges, or expenses as are occasioned by the wilful neglect or default of such Director.

### **9.04 Signing Powers**

The President, together with the treasurer, or failing them, an Office together with any other Director shall have the authority to sign in the name of and on behalf of the Society all instruments in writing and any instruments so signed shall be binding on the Society without any further authorization or formality. The Board shall have the power, from time to time, by resolution, to appoint any other Officer or any person or persons on behalf of the Society either to sign instruments in writing generally or to sign special instruments in writing. The Corporate Seal of the Society shall, when required, be affixed to any instrument in writing.

### **9.05 Certification of Documents**

Copies of By-Laws, resolutions or other proceedings of the Board of the Members of the Society may be certified under the corporate seal of the Society by the President or by such other Officer of the Society as the board may from time to time appoint to perform such duties.

**9.06** The Corporate Seal of the Society shall be in the form impressed in the margin thereof.

### **9.07 Financial Records**

- a. The Society's bank accounts shall be kept in such chartered banks, trust companies or other firms or corporations carrying on a banking business as the Board may, by resolution, from time to time, determine.
- b. The Finance Committee shall recommend to the board, financial institutions in which the Society's bank accounts shall be maintained. The Finance Committee

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shall draft and recommend financial policies and procedures to the Board.

- c. The Treasurer shall maintain a current listing of all financial holdings of the Society and report these holdings to the Board as required and to the Membership annually.