

BY-LAWS

ARTICLE 1: NAME

- 1.1 This society shall be known as the CANADIAN HEALTHCARE ENGINEERING SOCIETY (CHES).

ARTICLE 2: OBJECTIVES

- 2.1 To promote, develop, and disseminate healthcare engineering technology;
- 2.2 To compare and exchange national experience;
- 2.3 To promote the principle of integrated design by improved collaboration between the professions (team approach);
- 2.4 To promote more efficient management of operation, maintenance, fire protection, and safety of healthcare facilities, their engineering systems, equipment and buildings;
- 2.5 To collaborate with other national and international organizations;
- 2.6 To provide educational opportunities to increase knowledge and competence in the field of healthcare systems;
- 2.7 To formulate and communicate ideas and advice to governments and the public, on issues and policy related to all aspects of engineering in Canadian Healthcare Facilities.

ARTICLE 3: DEFINITIONS

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

- 3.1 "Act" means the Canada Not-For-Profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- 3.2 "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- 3.3 "board" means the board of directors of the Corporation and "director" means a member of the board;
- 3.4 "chapter" means a local organization of any province, territory or geographical region
;
- 3.5 "by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- 3.6 "meeting of members" includes an annual meeting of members or a special meeting of members;
- 3.7 "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- 3.8 "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

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- 3.9 "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- 3.10 "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- 3.11 "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

ARTICLE 4: MEMBERSHIP

- 4.1. Membership in this Society shall include any person who is active in the delivery of healthcare engineering technology in the areas of administration, planning, design, construction, operations, maintenance or other related disciplines.
- 4.2. Membership shall become effective upon approval of the Membership Chair.
- 4.3. There shall be seven (7) types of membership, as follows:
- 4.3.1 **REGULAR MEMBERSHIP:** A person is eligible for Regular Membership who is active in the healthcare field in the areas described above in item 4.1. Regular Membership entitles the member to all basic privileges and responsibilities in the Society. Regular Members have voting privileges and may hold office in the society. The majority of a regular member's day-to-day work is in a healthcare facility working for the facility or a third party.
- 4.3.2 **STUDENT MEMBERSHIP:** A person is eligible for Student Membership who is in good standing and enrolled and in good standing in a course of study or training in a field related to healthcare which could, upon completion make them eligible for membership. Student Members may not vote or hold office in the Society.
- 4.3.3 **ASSOCIATE MEMBERSHIP:** A person is eligible for Associate Membership if they provide managerial support, consulting services, products, and other such services to those involved in day-to-day delivery of health facility services and interested in the objectives of the society. Associate Members have voting privileges and may hold a seat on the Board of Directors but may not hold Executive office in the Society.
- 4.3.4 **CORPORATE MEMBERSHIP:** An organization interested in the objectives pursued by the Society and peripherally involved in the delivery of healthcare services is eligible for Corporate Membership and shall assign one individual in their corporation as their designate. The assigned designate shall have voting privileges and may hold a seat on the Board of Directors but may not hold Executive office in the Society. Any change in the designate shall be reported to the Secretary.
- 4.3.5 **HONORARY MEMBERSHIP:** An individual who while not a member has substantially contributed to the accomplishment of the objectives of the Society or who has performed special service for the Society may be proposed for Honorary Membership. Such a person shall be recommended by the Membership Committee for approval consideration by the Board of Directors. Honorary Members may not hold office or vote in the Society.
- 4.3.6 **EMERITUS MEMBERSHIP:** A person is eligible for Emeritus Membership who has been an active Regular or Associate or Lifetime member of the Society for a minimum of five years and. has retired from active work in the field of healthcare. Emeritus Members shall not pay

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- fees. Emeritus Members have voting privileges but may not hold Executive office in the Society.
- 4.3.7 LIFETIME MEMBERSHIP: A member is eligible for Lifetime Membership who has a record of outstanding achievement of behalf of CHES. This membership shall be conferred once approved by the Board of Directors based on a recommendation of the National Membership committee. Lifetime Members shall not pay fees. Lifetime Members shall have all of the same rights and privileges of the membership category for which their current activity in the healthcare field makes them eligible (that is being as a Lifetime -Regular, Lifetime -Associate or Lifetime –Emeritus member).
- 4.4. Termination of membership:
- 4.4.1 A member in good standing can resign his membership by submitting his written resignation to the Secretary.
- 4.4.2 Loss of eligibility
- 4.4.2.1 A member who no longer meets the requirements of eligibility as stated in Article 4.3 is no longer eligible for membership in the Society and their membership shall be automatically terminated at the end of the term of which dues have been paid.
- 4.4.3 Nonpayment of dues: Membership of any person, who is 90 days in arrears in the payment of annual dues from the membership renewal date, no longer receives membership benefits.

ARTICLE 5: DUES

- 5.1. Annual dues shall be established from time to time by the Board of Directors.
- 5.2. All dues shall become the property of the Society which shall be allocated operating funds upon presentation and approval of an annual budget.
- 5.3. Dues shall not be refundable due to termination of membership.

ARTICLE 6: GOVERNANCE

- 6.1. The affairs of the Society shall be managed by the Board of Directors.
- 6.2. The Board of Directors shall consist of the Executive Officers of the Society, the Chairs of each Chapter and any additional members as decided by the Board. The Board of Directors shall be ratified by the members of the Society at each Annual General Meeting or a Special Meeting from the slate presented.
- 6.3. Executive officers
- 6.3.1 The Executive Officers shall consist of:
- 6.3.1.1 A President
- 6.3.1.2 A Vice-President
- 6.3.1.3 A Secretary

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6.3.1.4 A Treasurer

6.3.1.5 Immediate Past President

6.3.2 The Executive Officers, except for the Immediate Past President shall be elected for a two (2) year term by the Members of the Society. No officer may serve more than two consecutive terms in any one office. The Immediate Past President shall be appointed by the Board of Directors for a two (2) year term.

6.3.3. Eligibility:

6.3.3.1 To be eligible for office, one must have been a Member in good standing of the Society for a minimum of two years.

6.3.3.2 To be eligible for the office of President, a member in the Regular Membership classification must have served as the active Vice President of the Board of Directors for at least one term (2 years), except where the term as Vice President has been shorter due to the death or resignation of the President they succeed.

6.3.3.3 To be eligible for the office of Vice President, a member in the Regular Membership classification must have served for at least 2 years as an active member on either the Board of Directors, National Committee Chair, or Chapter Chair. The Vice President shall assume the duties of the President at the President's request and shall assume the position of President at the end of the President's term of office.

6.3.3.4 To be eligible for the office of Treasurer, a member in the Regular Membership classification must have served as an active Chapter Board/Committee member or a National Committee member for at least one term (2 years).

6.3.3.5 To be eligible for the office of Secretary, a member in the Regular Membership classification must have served as an active Chapter Board/Committee member or a National Committee member for at least one term (2 years).

6.3.3.6 The office of Immediate Past President is fulfilled by the outgoing President after having completed serving their term.

6.3.4 Responsibility of Executive Officers

6.3.4.1 The President shall act as Chair of the meetings of the Board of Directors and of the General Meetings and Special General Meetings of the Society. The Chair has a deciding voice only when voting has resulted in a tie.

6.3.4.2 The Vice President shall be vested with the powers and perform all the responsibilities of the President in the absence, disability, or refusal to act by the President, together with such other powers and responsibilities, if any, as may from time to time be assigned to them, by the Board of Directors.

6.3.4.3 The Secretary shall issue or cause to be issued, notices for all meetings of the Board of Directors and the Society, have charge of the minutes and records of the Society, record and maintain the minutes of the Board of Directors and other meetings of the Society; sign with the President or other signing officers of the Society such instruments requiring their signature, and perform such other duties as the terms of their engagement, or this By-Law calls for, or the Board of Directors may, from time to time, properly require of them.

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- 6.3.4.4 The Treasurer shall have the care and custody of all funds and securities of the Society and shall deposit them in the name of the Society in such bank or banks, or with such depository or depositories, as the Board of Directors may direct. The Treasurer shall, at all reasonable times, exhibit the books and accounts to any member of the Executive upon written request at the office of the Society or the place of business of the Treasurer during business hours. The Treasurer shall be responsible for the preparation and show from whom all income has been received, and to whom and for what reason all disbursements have been made.
- 6.3.4.5 No officer, Director or member of the Board of Directors shall receive any remuneration for their services.
- 6.3.5 Responsibility of the Board of Directors
- 6.3.5.1 The Board of Directors shall be charged with the duty of conducting the business and management of the society and its affairs, while conforming to the provisions of the Act, the Articles of Continuance, these By-Laws, and Policies of the society.
- 6.3.5.2 The Board of Directors shall have the authority to establish, and alter or amend as required, society policies and procedures governing its meetings and the operations of the society, within the Articles of Continuance and the By-Laws
- 6.3.5.3 Reasonable out-of-pocket expenses, when properly substantiated, and at the discretion of the Board of Directors, may be paid to a member of the Board of Directors, or to any other Member who attends Board of Directors meetings or who acts on behalf of the Society away from their usual place of residence.
- 6.3.5.4 The use of paid temporary help may be authorized as needed by the Board of Directors.
- 6.3.5.5 The President of the Society shall have custody of the corporate seal which shall reside at the Administrative Office.
- 6.3.5.6 Certifying of documents issued by the Society shall be carried out by the President and the Secretary, or by any two (2) Executive officers of the Society when specifically authorized by the Board of Directors.
- 6.3.5.7 Withdrawal of assets from depositories shall be carried out by the Treasurer as per policy, or by any two (2) Executive officers of the Society when specifically authorized by the Board of Directors.
- 6.4. Where there is a vacancy in the Board of Directors for any reason, the remaining members of the Board of Directors, so long as there is a quorum, shall appoint a Member to fill the vacancy. The appointee shall hold office for the balance of the unexpired term of the vacating member.
- 6.5 Removal of Officers, Directors or Members of the National Board of Directors
- 6.5.1 If any member of the Board of Directors is unable to attend a meeting of the Board they shall so inform the Secretary prior to the meeting. If an elected member(s) of the Board absents themselves without the approval of the Board from three (3) consecutive meetings of the Board of which they received due notice, the Board may declare the seat to be vacant and make an appointment as necessary as per 6.4.

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- 6.5.2 A Director or an Officer may be removed from office by 2/3 majority vote at a special meeting of the Society called for that express purpose.

ARTICLE 7: MEETINGS

7.1 Annual General Meetings

The Society shall hold an Annual General Meeting at a time and place to be determined by the Board of Directors. A meeting of the members may be called and may be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A person participating in the meeting by such means is deemed present at the meeting. Notice of the time and place of the meeting of Members shall be given to each Member entitled to vote at the meeting by the following means;

- 7.1.1 By mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of thirty (30) days before the day on which the meeting is to be held; or
- 7.1.2. By telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of thirty (30) days before the day on which the meeting is to be held.

Pursuant to subsection 197 (1) (Fundamental Change) of the Act a special resolution of the Members is required to make any amendment to the By-Laws of the corporation to change the manner of giving notice to Members entitled to vote at a meeting of the Members.

7.2 Special Meetings of the Membership:

Special meetings of the membership may be called by the President of the Board of Directors, or upon petition of at least 5% of the membership. Notice of the time and place of the meeting will be provided to members using the same means as for Annual General Meetings.

7.3. Board of Directors Meetings

The Board of Directors shall meet a minimum of four (4) times per year. Notice of the time and place of the meeting shall be provided to the Directors by the following means;

- 7.3.1 By mail, courier or personal delivery to each Director at least seven (7) days before the day on which the meeting is to be held; or
- 7.3.2 By telephonic, electronic or other communication facility to each Director at least five (5) days before the day on which the meeting is to be held.
- 7.3.3 In the instance of a situation which in the opinion of the President must be dealt with by the Board of Directors on an emergency basis, the President may call an emergency meeting of the Board of Directors on forty-eight (48) hours prior notice.

7.4. Quorum:

- 7.4.1 The quorum for a membership meeting, annual or special, shall be of twenty-five (25) members present and in good standing. A member in the Regular Membership, Associate Membership, Lifetime Membership, or Emeritus Membership classification shall be entitled to move or second motions at any such meetings and shall have one vote. Proxy voting and absentee voting will not be permitted.

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7.4.2 A quorum of the Board of Directors present at the meeting shall consist of eight (8) directors of whom at least two (2) must be Executive Officers.

7.5 Conduct of Meetings:

7.5.1 At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the act, be determined by a majority of the votes cast on the questions.

7.5.2 At all meetings of the board, every question shall be decided by a majority of the votes cast on the question.

7.6. Provided there is not a conflict with the Society By-Laws, Robert's Rules of Order will govern.

ARTICLE 8: CHAPTERS

8.1. Any province, territory, or geographical region may establish a local Chapter of the Society provided the constitution and By-Laws of the proposed Chapter are first approved by the Board of Directors and provided further the said local Chapter is self-supporting financially and therefore responsible for maintaining its own financial records, filing appropriate notices and forms with provincial and federal tax authorities and maintain necessary insurance coverage.

8.2 Any proposed local Chapter, at the time of affiliation with the Canadian Healthcare Engineering Society, shall have at least ten (10) Mmembers in good standing with the Society, of which fifty (50%) percent would be regular members and shall maintain this minimum membership in the Chapter after the approval and acknowledgement of the Board of Directors. Should an approved Chapter have fewer than the prescribed number of members, including five (5) regular members. for a period of four (4) years the Board of Directors may dissolve the Chapter.

8.3. The purpose of the local Chapter of the Society is to provide an organized structure at the local level for members of the Society and others in the engineering field of healthcare facilities to facilitate their working together in areas of common interest; to conduct educational programs; to serve as a resource to the related local healthcare associations; to provide channels of communications between the Society and local groups, and to promote the purpose of and membership in the Society.

8.4. Approved Chapters shall have the authority to use the name and logo of the Society. The Chapter shall be known by Province, territory or district name of the Society. Any modifications to the Logo must be approved by the Canadian Healthcare Engineering Society Board of Directors.

8.5. Chapter organizations and operation shall be in accordance with any policies and procedures prepared by the Canadian Healthcare Engineering Society, as amended and updated from time to time.

ARTICLE 9: STANDING COMMITTEES

9.1. Standing committees may include the following:

9.1.1 Membership Committee

9.1.2 Nominating Committee

- 9.1.3 Professional Development Committee
- 9.1.4 Communications Committee
- 9.1.5 Partnerships & Advocacy Committee
- 9.1.6 Any other Committee deemed necessary by the Board of Directors.
- 9.2 The Chair of all Standing Committees shall be appointed by the National Board of Directors.

ARTICLE 10: ELECTIONS

- 10.1. Every two (2) years (uneven numerical years), the members will elect the Directors at the Annual General Meeting, and the Directors shall be elected to hold office for a term expiring not later than the close of the second Annual General Meeting of members following the election.

A Nominating Committee Chair shall be appointed at the first Board of Directors meeting following their General Meeting to serve for the ensuing two years. The Nominating Committee shall consist of three members of the Society, one of whom shall be the Chair. The other two members shall be selected by the Chair from the members at large and be subject to the approval of the Executive. The Board of Directors shall fill any vacancies which may occur in the Nominating Committee.

- 10.3. The time schedule for election procedures is as follows:

At least six (6) months prior to a General Meeting, the Nominating Committee Chair shall issue a call for nominations.

Five (5) months prior to the meeting, a second call is to be issued.

Nominations are to be in the Chair's hands four months prior to the meeting, at which time nominations close.

The Chair shall collect biographies and statements from each nominee and prepare a ballot. The ballot shall be provided to the membership three months prior to the meeting.

Ballots shall be returned not later than two months prior to the General Meeting.

- 10.4. The Nominating Committee shall prepare a list of additional nominees to provide regional representation to be included on the ballot with the nominees from the membership. The Committee's candidates shall not be identified in any way.
- 10.5. Nominations shall be submitted by at least one member of the Society and the nominee must signify his consent to the nomination in writing. A member of the Society who is eligible to hold office in the Society may nominate himself for an office(s). For a nominee to be eligible for more than one office, he is required to state an order of preference for the offices.
- 10.6. Elections shall be conducted by ballot and counted under the supervision of scrutineers which will be appointed by the Board of Directors. Confidentiality of ballots will be maintained.

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- 10.7. The Chair of the Nominating Committee shall not vote in the election except in the case of a tie. In the case of an equality of votes for any office or position, the Nominating Committee Chair shall cast the deciding vote.

ARTICLE 11: FINANCES

- 11.1. At each annual meeting the services of an accountant to review the annual books will be approved and the Treasurer shall submit an official financial report to the membership which contains a statement of income and expenditure for the preceding fiscal year, together with a balance sheet, and any other information required by these By-Laws or by the Act, or by a resolution of the Members as enacted at a previous meeting of the Members.
- 11.2. A financial report shall be presented to the members at each annual meeting.
- 11.3. The fiscal year and the membership year shall be from April 1st to March 31st.

ARTICLE 12: AMENDMENTS

- 12.1. Proposed additions to, amendments to, or rescission of the By-Laws shall be submitted:
- 12.1.1 by the Board of Directors, or
- 12.1.2 by written petition of at least twenty (20) Members in good standing of the Regular, Associate, Emeritus, or Lifetime Membership to the Board of Directors at least by the June Quarterly Board meeting prior to the Annual General Meeting.

Such proposals shall be forwarded to all Members at least sixty (60) days prior to the Annual General Meeting or a Special General Meeting.

- 12.2. Any amendment to, rescission of, or addition to the By-Laws shall be effective when ratified by more than 2/3 of the votes received from Members entitled to vote. The President shall not vote except to cast a tie-breaking vote.
- 12.3. Results of the vote will be announced at the Annual General Meeting where the vote occurred or if voted on during a Special Meeting via a special communication to the membership.

ARTICLE 13: PUBLICATIONS

- 13.1. These By-Laws shall be published in English and in French. The English language version shall govern in the event of ambiguity.

ARTICLE 14: DISCLOSURE OF CONFLICT OF INTEREST

- 14.1. Each National Executive Officer, Director or nominee for the position of officer or director, shall make disclosure of any interest that might result in a conflict of interest, upon nomination to an office before appointment to fill the office, and during the term of office.

ARTICLE 15: INDEMNIFICATION OF DIRECTORS OR OFFICERS

- 15.1. The Society shall indemnify any Director or Officer or former Director or Officer of the Society against any expenses actually and necessarily incurred or imposed (including but not limited to, judgments, costs and counsel fees) in connection with the defense of any action, suit or proceeding in which involvement occurred by reason of being or having been such Director or

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Officer of the Society, except in relation to matters as to which such Director or Officer of the Society, shall be adjudged in any action suit, or proceeding to be liable for negligence or misconduct in the performance of a duty for the Society. Such indemnification shall not be deemed exclusive of other rights to which such Director or Officer may be entitled, under any other By-Laws, agreement, a vote of the Members or as a matter of Law, or otherwise.

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