



UNDERSEA AND HYPERBARIC MEDICAL SOCIETY



CANADIAN CHAPTER

**Bylaws of the
Canadian Chapter of the Undersea and Hyperbaric Medical Society
(CC_UHMS)**

Chapitre Canadien du Undersea and Hyperbaric Medical society (CC_UHMS)

Version 12.0, May 31, 2010

BYLAWS

ARTICLE 1: Name of the Corporation and general conduct

The name of the Corporation shall be

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Hereinafter referred to as the "Corporation", "Chapter" or "CC_UHMS".

The Bylaws of the Corporation must comply with Part II of the Canada Corporations Act (CCA) and are modelled on the Model Bylaws as set out in Policy 13.6 Canada Corporations Act Part II, prepared by Corporations Canada. Where not in conflict with Part II of the CCA and these Bylaws, the Corporation shall comply with regulations and policies determined by the Board of Directors of the Corporation, and in addition with the Constitution and Bylaws of the Undersea and Hyperbaric Medical Society (UHMS). Any change in the relationship between the Corporation and the Undersea and Hyperbaric Medical Society shall require a Bylaw change approved by 2/3 of the votes cast by eligible members at a special meeting called for the purpose.

ARTICLE 2: Corporate Seal

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



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ARTICLE 3: OBJECTIVES

The main purposes of the Corporation are:

1. To be recognized by, and function as the national hyperbaric medical society in Canada and as the national Chapter of the Undersea and Hyperbaric Medical Society (UHMS) in Canada in a manner compatible with the constitution and bylaws of the UHMS and applicable Canadian laws and regulations pertaining to non-for-profit medical societies
2. To be recognized and function as the national specialty organization for hyperbaric physicians in Canada
3. To be recognized and function as a national organization for other health care and technical professionals involved in hyperbaric treatment and diving research and activities, and a forum for such professionals to interact and work with diving and hyperbaric medicine physicians to further the goals of the Corporation
4. To promote membership in the Corporation and the UHMS
5. To promote scientific and clinical excellence in hyperbaric and diving medicine and the availability of high quality, safe, effective and appropriate hyperbaric medical care by:
 - a. Developing, establishing and providing accreditation programs for hyperbaric treatment facilities
 - b. Fostering and participating in scientific research related to hyperbaric and diving medicine, undersea and altered pressure environments
 - c. Promoting awareness and understanding amongst physicians, other health care professionals and the public about the appropriate indications for hyperbaric treatment
 - d. Developing, providing or supporting education, training, certification and credentialing programs for physicians, scientists, health care professionals and technical personnel related to hyperbaric and diving medical care
 - e. Developing, promulgating and encouraging compliance with professional guidelines and standards of care related to hyperbaric treatment and diving medicine
6. To provide a forum for communication among individuals and groups involved in life sciences and other disciplines concerned with:
 - a. Basic and applied studies related to human factors aspects of the underwater and hyperbaric environments
 - b. Extending human activity and safety in these environments
 - c. Promoting public information concerning the problems and achievements in use of these environments
7. To provide a forum for Canada-wide and international cooperation of different disciplines to achieve the above objectives of the Corporation

ARTICLE 4: Head office



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1. The head office of the Corporation shall be situated in the place or municipality and the province specified in the Letters Patent, at such address as the Board may, by resolution, determine.
2. Subject to the Act, the Corporation may, by a by-law, change the place or municipality and the province in which the registered office of the Corporation shall be situated.
3. A copy of the by-law approved by 2/3 of the votes cast by eligible members at a special meeting in favour of the by-law shall be filed with the Minister.
4. Any change to the place of the Head Office of the Corporation shall comply with Policy Statement 13.8 issued by Corporations Canada.

ARTICLE 5: Membership

1. The Corporation has different categories of membership as set forth in detail in Appendix 1 of these bylaws and in Attachment A of the Constitution and Bylaws of the Undersea and Hyperbaric Medical Society and these categories are:
 - a. Regular member (R)
 - b. Regular Government / Military (RG)
 - c. In-Training (IT)
 - d. Associate Members
 - e. Corporate Member (C)
 - f. Emeritus Member (E)
 - g. Honorary Member (H)
2. The Corporation must function within the framework of Government legislation and regulations in Canada and in particular respect federal and provincial jurisdictions and the licensing and credentialing authorities for physicians and other health care, diving and technical professionals in Canada. The Corporation may only normally consider for Regular membership those professionals that are recognized by the Regulated Health Professions Act. The Corporation is intended to function as a national medical society for physicians licensed to practice medicine in a Canadian Province or Territory and who practice or who have an interest in diving and hyperbaric medicine. Regular members of the Corporation will normally be physicians recognized by the Medical Council of Canada, the Royal College of Physicians and Surgeons of Canada or the College of Family Physicians of Canada and licensed by a provincial or territorial medical college or board. In exceptional circumstances in recognition of special contributions towards the goals of the Corporation the Board of Directors may waive the educational requirements and permit individuals who would



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otherwise be eligible for Associate membership to be recognized as Regular members. Such individuals will not however be provided with all the rights reserved in these bylaws for practicing licensed physicians who are Regular members.

3. Members of the Corporation must be:
 - a. At least one of the following:
 - i. A citizen or resident of Canada
 - ii. Working or undertaking education or research in Canada or for a Canadian government, government agency or a Canadian academic institution or for the Canadian military.
 - iii. The Board of Directors may, at its discretion, waive the requirements in Article 5, clause 3a (i-ii) for otherwise qualified applicants interested in being a member of the Corporation.
 - b. In good standing in the appropriate category as members of the UHMS as set forth in Appendix 1 of these Bylaws (and also found in Attachment A of the bylaws of the UHMS)
 - c. Interested in furthering the objectives of the corporation
 - d. Qualified applicants paying any applicable membership fee as determined by a majority vote at a meeting of Members
 - e. Approved and found to be in good standing by the Board of Directors before membership is considered valid
 - f. In good standing with their provincial licensing College or Board in the case of physicians seeking to be regular members
4. The Corporation may fulfill such membership and organizational tasks with respect to UHMS members as may be delegated by the Board of Directors of the UHMS.
5. Any member may withdraw from the corporation by delivering to the corporation a written resignation and lodging a copy of the same with the secretary of the corporation.
6. Any member may be expelled or required to resign by a vote of three-quarters (3/4) of the members at an annual or special meeting of members. The Board of Directors may by a ¾ vote suspend the membership of any individual until a members meeting votes on a resolution to expel a member or to overturn the decision of the Board of Directors.



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7. Only Regular Members who are physicians licensed to practice in a Canadian Province or Territory are eligible to be elected as President, Vice-President or President-elect of the Corporation.
8. Only Regular members may vote on amendments to these bylaws or the Letters Patent.
9. Only Regular members who are physicians licensed to practice medicine and in good standing in at least one Canadian province or Territory are eligible to vote on any matter pertaining to medical standards or medical treatments.
10. Only Associate members are eligible to vote for representative(s) from an approved Associates section to the Board of Directors of the Corporation.

ARTICLE 6: Members' meetings

1. There must be at least one meeting (annual meeting) of members each year. This meeting may be in person, electronic or a by a combination of the two.
2. The annual or any other general meeting of the members shall be held at any place in Canada as the Board of Directors may determine and on such day as the said Directors shall appoint. The members may resolve that a particular meeting of members be held outside of Canada.
3. At every annual meeting, in addition to any other business that may be transacted, the financial statements (and the report of the auditors, if appointed) shall be presented. If auditors are required by the Canada Corporations Act, government regulation or a vote of the members then the annual meeting shall appoint the auditors for the ensuing year.
4. The members may consider and transact any business either special or general at any meeting of the members.
5. 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.
6. The Board of Directors shall call a special general meeting of members on written requisition of members carrying not less than 5% of the voting rights.
7. Seven Regular members representing at least three different provinces participating in a meeting, either in person or electronically, will constitute a quorum. Where the Act requires an in person meeting at least four members must be present in person.
8. At least fourteen (14) days' written notice shall be given to each voting member of any annual or special general meeting of members, but longer notice should be given whenever practical. Notice will normally be given electronically but may be by mail. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Notice of each meeting of members must remind the member if there is a right to vote by mail-in ballot or electronically and all necessary details of how to vote in this manner.
9. The Board of Directors may, if deemed necessary, convene an emergency meeting of members on 48 hours electronic notice.



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10. Each voting member present at a meeting shall have the right to exercise one vote. No proxy votes are permitted. The Board of Directors shall have the authority to permit mail-in or electronic voting and to adopt rules related to such votes after consultation with the membership to ensure that the procedures adopted provide an opportunity for all members to vote.
11. A majority of the votes cast by the members present or voting by mail-in ballot or electronically and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these by-laws.
12. 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 members, directors or officers for any meeting or otherwise, the address of the members, directors or officers shall be their last address recorded on the books of the corporation.
13. A meeting of the members shall have the power to approve, amend or revoke any decision by the Board of Directors provided that the decision complies with the requirements of these Bylaws, the Act, and any applicable regulations.
14. The following matters must be dealt with at an in-person meeting, but the same provisions for a quorum apply (clause 7 above) such that three (3) of the minimum seven members may participate electronically provided that at least four (4) members are present in person:
 - a. Approval of changes to the Corporation's Letters Patent
 - b. Change of head office address
 - c. Request by a director of the Corporation for indemnification by the Corporation
 - d. Conflict of interest issues
 - e. Confirmation of contract by members despite conflict of interest
 - f. The holding of annual meetings
 - g. The appointment of an auditor

ARTICLE 7: Board of Directors

1. The Corporation must always have a minimum of four directors comprising the Board of Directors. There shall be a maximum of thirty (30) voting Directors but no limit to the number of non-voting or Ex-officio members of the Board of Directors.
2. The Board of Directors must include a representative from at least three different Provinces.
3. Directors must be at least 18 years of age, must be individuals and must have the capacity under law to contract.
4. The term of office of Directors shall be two (2) years with no limit to the number of years that an individual may serve on the Board of Directors, except that:
 - a. Normally no Officer may serve more than three consecutive terms in the same position
 - b. The first Officers shall be eligible to seek election to the same position when the Corporation holds the first elections for Officers and the Board of Directors and that



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the period of time the first Officers are in place shall not be counted as a term of office.

- c. The President should not normally serve more than one consecutive term in that position before being replaced by the President-Elect.
 - d. Other Directors should not normally be eligible to serve more than three consecutive terms in the same position.
5. The members of the Board of Directors will be comprised of:
- a. The Officers of the Corporation (President, Vice-President, President-Elect, Treasurer, Secretary, Past-President / Honorary Past-President) elected by the members at a meeting or by mail-in or electronic ballot (except that the Past-President shall be the most recently retired President). When any Officer-Without-Portfolio has been appointed or elected according to Article 8, clause f, then such Officer(s) will also be a member(s) of the Board of Directors.
 - b. At least one but not greater than two representatives elected by the Associate Members of the Corporation. The number, either one or two, shall be determined by the Board of Directors, subject to approval by a members meeting.
 - c. One member elected by each Provincial or Regional committee, division, branch or local organization of the Corporation that has been approved and recognized by the Board of Directors.
 - d. Where there is no Provincial or Regional committee, division, branch or local organization, the Board of Directors may appoint additional members to the Board in order to ensure broad representation across Canada in terms of geography, or facilities involved in treatment, research, education, military or other operations related to the purposes of the Corporation. These appointments are subject to confirmation by a vote at a members meeting or by mail-in or electronic ballot and the two-year term of office applies from the date of appointment by the Board.
 - e. Directors-At-Large elected by all members at or before the annual meeting in the same manner as the Officers of the Corporation. Normally there should be at least two Directors-At-Large, one of whom should be a Regular member and one of whom should be an Associate member. If necessary to ensure that at least two-thirds (2/3) of the membership of the Board of Directors are physician Regular members the Board may appoint or call for an election of additional physician Regular members as Directors-At-Large. The Board of Directors may appoint or call for an election of additional Associate Member or Regular Member (non physician) Directors-At-Large if this is determined to be in the interests of the Corporation, provided that at all times at least two-thirds (2/3) of the Board are physician Regular Members. Directors-At-Large shall fulfil such responsibilities as may be determined by the Board of Directors.
 - f. Notwithstanding clause 5, parts a, b, c, d, and e of Article 7 of these bylaws above , the Board shall ensure that at all times at least two-thirds (2/3) of the members of the Board of Directors are physician Regular members, however physicians who are In-Training members may be counted as part of the 2/3 requirement. The Board



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shall have full authority to adopt such regulations or policies and make such decisions related to members of the Board as are appointed or elected according to clause 5, parts a, b, c, d and e of Article 7 of these bylaws above, as are necessary to ensure that at least 2/3 of Board Members are physician Regular members. This may be achieved (subject to ratification, revocation or amendment by a members meeting) by:

- i. Appointment of additional physician Regular members to the Board as at-large directors or to represent hyperbaric treatment facilities, provinces or geographical areas
 - ii. Calling for an election of additional physician Regular member Directors-at-large
 - iii. Imposing a requirement that Directors elected according to clause 5, parts a, c, d, or e (but not b) of Article 7 of these bylaws above, be a physician Regular member
 - iv. Approving voting rights for a physician Regular member who is an ex-officio member of the Board
 - v. By otherwise limiting the number of Associates, other categories of members or non-members on the Board to one-third (1/3) or less of the voting members. Changes to the requirement for at least 2/3 of the members of the Board of Directors to be physician Regular members may only be made by amending the bylaws and, if required, approval by the Minister and changes to the Letters Patent. The specific decisions of the Board as to the methods used to ensure 2/3 physician Regular membership are subject to amendment, approval or revocation by a meeting of members, but the requirement that at least 2/3 of the Board be physician Regular members must be upheld.
 - g. The Chair of all Standing Committees, where the individual is not already on the Board of Directors, will be a non-voting Ex-officio member of the Board
 - h. Where no member of the Canadian military has been elected or appointed to the Board as above the Board may appoint one member of the military to the Board as an Ex-officio non-voting member of the Board.
 - i. The Board of Directors may appoint such other non-voting Ex-officio members as it deems appropriate for the effective functioning of the Board and the Corporation and this may include Honorary Members.
6. All Directors have equal voting rights except that Ex-officio and Honorary Directors shall not have voting rights.
 7. Directors need not be Regular members or any other category of member of the Corporation.
 8. All categories of members, including In-Training members shall be eligible to be members of the Board of Directors, subject to the other provisions in Article 7 of these By-laws.
 9. The Board of Directors has the power and responsibility to manage all aspects of the Corporation except where these Bylaws provide for matters to be decided by a membership meeting.
 10. The applicants for incorporation shall become the first Directors of the Corporation whose term of office on the Board of Directors shall continue until they or their successors are elected. These first Directors may appoint additional Directors to the initial Board of



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Directors to fulfill the positions and numbers given for the Board of Directors in clauses 1 and 5 (a – i) above in article 7 of these bylaws. The first Directors will appoint the first Officers of the Corporation. The first Directors are responsible for arranging elections for the Board of Directors that will replace the first Board of Directors.

11. The first election by members of the Officers and Board of Directors will occur at the first meeting of members, or by the time of the first meeting if a mail-in or electronic ballot is used, the Board of Directors then elected shall replace the provisional Directors named in the Letters Patent of the Corporation. The first Directors will be eligible to seek election for the Board of Directors and for the same Officer positions. The first election for Officers will be for all the positions. Subsequently, a direct election for the position of President will not normally occur since the President-Elect shall assume that role when the President retires from that position.
12. Elections for Directors may take place either at a meeting of members, by mail-in or electronic ballot or by a combination of these methods. The results must be presented to the annual members meeting.
13. The office of Director or an Officer shall be automatically vacated:
 - a. If at a meeting of members, a resolution is passed by three-quarters of the votes cast in favour of the removal of the Director or Officer;
 - b. If, in the case of a Director elected by Associate members, a resolution is passed by three-quarters vote by either members or Associate members in favour of removal of the Director
 - c. If a Director or Officer has resigned his office by delivering a written resignation or by electronic means to the Secretary of the Corporation;
 - d. If the Director or Officer is found by a court to be of unsound mind;
 - e. If the Director or Officer becomes bankrupt or suspends payment or compounds with creditors;
 - f. On death;
14. Provided that if any vacancy shall occur for any reason, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a member of the Corporation until the next meeting of members at which time an election shall be held for the position. The Board may alternately arrange for a mail-in or electronic ballot or combine these with a members meeting.
15. Notwithstanding the limits to the number of consecutive terms that may normally be served in the same position by any Officer or Director, nothing in these bylaws should be construed as requiring a vacancy in any position other than a vote by members to this effect as provided in Article 13, clause 10 or the removal of a Director or an Officer or member by a $\frac{3}{4}$ vote of the membership. If there are no other valid nominations for a position, the Nominations and Elections Committee shall deem valid the nomination of an incumbent who otherwise has reached or exceeded the normal term limit for that position. If any other valid nomination is received then any Officer or Director who has reached or exceeded the normal term limit shall be considered ineligible to seek election to that position. In any case, if only one valid nomination is received for any position the provisions of Article 13, clause 10 shall apply. If the only candidate is not affirmed by a vote of the members then the Board of Directors shall have the power to appoint to the position until such time as a new call for nominations and a new election is held.



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16. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position as such; provided that a Director may be paid reasonable expenses incurred in the performance of their duties. Nothing herein contained shall be construed to preclude any Director from serving the Corporation as an Officer or in any other capacity and receiving compensation therefor.
17. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which the Director's retirement is accepted and a successor is elected.
18. Meetings of the Board of Directors may be held at any time and place to be determined by the President or the Directors and may be held in person, electronically or a combination of both.
19. A majority of voting Directors in office, but no less than four Directors and representing at least three Provinces shall constitute a quorum for meetings of the Board of Directors, except that a majority of Directors voting on any matter must be physician Regular members for a quorum to exist. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation.
20. Mail-in ballots are not permitted for Board of Directors meetings.
21. Directors may participate in Board meetings by electronic means.
22. The Board of Directors shall meet at the annual scientific meeting and on at least two additional dates each year, at a time and place determined by the President or by the Board.
23. Except in an emergency at least 48 hours notice of a Board meeting must be given by electronic means to all Directors. The Directors who participate in the meeting may waive the requirement for notice.
24. Any Director with a direct or indirect conflict of interest on any matter must declare this conflict as soon as it is realized and refrain from voting or participating in the discussions by the Board on the matter.
25. The Board of Directors shall adopt policies on conflict of interest that conform to the requirements of the Act.
26. The Board of Directors shall adopt policies, regulations or terms of reference regarding:
 - a. The conduct of all committees and organizations within the Corporation
 - b. The role and purposes of all committees and organizations within the Corporation
 - c. All meetings within the Corporation
 - d. The quorum required for meetings within the Corporation and how the presence or absence of a quorum will be determined
 - e. The conduct of all elections within the Corporation
 - f. The recording of all proceedings and votes by the Board of Directors and all committees and organizations within the Corporation
 - g. Requirements for respectful conduct in all aspects of the Corporation's activities.
27. The Board of Directors may prescribe such rules and regulations not inconsistent with these Bylaws as they deem expedient provided that such rules and regulations shall have force and effect only until the next annual meeting of the members when they shall be confirmed, and failing such confirmation shall at and from that time cease to have any force and effect.



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28. All policies or rules adopted by the Board of Directors must be consistent with these Bylaws and must be made available to members and be subject to approval, amendment or revocation by a members meeting.
29. The minutes of meetings of the Board of Directors and the Executive Committee shall be available to all members of the Board of Directors.
30. The Board of Directors shall determine the financial year of the Corporation.

ARTICLE 8: Officers

1. The officers of the Corporation, who must be members of the Corporation, shall be elected for a two-year term by the members as provided for in Article 7, clauses 4 and 5, shall be the:
 - a. **President:** The president must be a physician and Regular member of the Corporation and shall be the Chief Executive Officer of the Corporation. The President shall preside at all meetings of the Corporation and of the Board of Directors. The President shall have the general and active management of the affairs of the Corporation. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. Upon retirement or defeat in an election for a new term of office the outgoing President shall become the Past-President of the Corporation. If the outgoing President is unwilling or unable to serve as Past-President then the Board of Directors may, by majority vote, appoint the current Past-President (previous President) to continue in that position.
 - b. **Vice-President:** The Vice-President must be a physician and Regular member of the Corporation and shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed by the Board of Directors.
 - c. **Treasurer:** The Treasurer, who may be a Regular or an Associate member, shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board of Directors.
 - d. **Secretary:** The Secretary, who may be a Regular or an Associate member, shall normally attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. In the event that the Secretary is unable to participate in any meeting the Executive Committee or Board of Directors, whichever is applicable, shall appoint an individual to act in place of the Secretary for that meeting. The Secretary shall maintain a book of all policies



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and rules adopted by the Board of Directors or by a meeting of members and make these available upon request to any member. The Secretary shall further maintain any additional records, other than financial, as may be required by the Act. The Secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be. The Secretary shall be the custodian of the Seal of the Corporation.

- e. **Past-president / Honorary Past-president:** The immediate Past-President shall perform such duties as may be determined by the Board of Directors and may exercise the duties of President in the absence of President and Vice-President. The first Directors of the Corporation may appoint a physician who is a Regular member to serve as Honorary Past-President until the first election of Officers of the Corporation. In the event that the first President of the Corporation is not elected as President in the first election of Officers then that individual shall assume the office of Past-President. In the event that the first President is elected as President or is unwilling or unable to serve as Past-President, then the Board of Directors shall appoint a physician who is a Regular member to serve as Honorary Past-President. In the event that the Past-President or Honorary Past-President is unable or unwilling to serve or ceases to be a physician Regular member in good standing then the Board of Directors shall appoint an Honorary Past-President to fill the position for a two-year-term. The position of Past-President or Honorary Past-President shall not be directly elected by members of the Corporation.
 - f. **Officer-Without-Portfolio:** There shall be at least one but not more than two Officers-Without-Portfolio. The first such position shall be reserved for a physician and shall be elected by the members. In the event that no Associate member is otherwise elected to be an officer then an Associate member of the Board of the Directors shall be appointed by the Board to the second position as Officer-Without-Portfolio. In the event that at least one Associate member is elected to either be Secretary or Treasurer then the second Officer-Without-Portfolio position shall be left vacant. In the event that both the Secretary and Treasurer are Associate members a Physician Regular Member shall be elected or appointed by the Board to fill the second Officer-Without-Portfolio position. The Officer-Without-Portfolio shall undertake such duties as may be assigned by the Board of Directors.
 - g. **President-elect:** At the end of the term of office of the President, the President-elect shall automatically assume the office of President. The President-elect must be a physician and regular member of the Corporation and shall fulfill such duties as may be determined by the President and the Board of Directors.
2. Associate members shall be eligible to seek election for and serve as Treasurer or Secretary of the Corporation.
 3. The Officers of the Corporation shall fulfill such other duties as may be determined by the Board of Directors.

Article 9: Executive Committee



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1. There shall be an Executive Committee comprising the Officers of the Corporation.
2. The quorum for Executive Committee meeting shall be four members, except that a majority of Executive Committee members voting on any matter must be regular physician members for a quorum to exist.
3. The Executive Committee shall exercise such powers as are authorized by the Board of Directors.
4. Members of the Executive Committee shall receive no remuneration for serving as such but may be entitled to reasonable expenses as authorized by the Board of Directors.
5. Executive Committee members may be removed by a $\frac{3}{4}$ vote at a membership meeting.
6. Meetings of the Executive Committee shall be held at any time and place as determined by the members of the committee provided that 48 hours written notice by electronic means is provided. Notice should not be given by mail.
7. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting shall invalidate such a meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

ARTICLE 10: Regional Committees, Affiliates and Sections

1. The Corporation encourages the development of:
 - a. Regional or provincial committees, divisions, branches, or other local organizations, the terminology to be determined by the Board of Directors.
 - b. Sections comprised of members with an interest in a special area within the objectives of the Corporation such as diving, hyperbaric medicine or research
 - c. Sections comprised of members sharing particular professional roles or qualifications such as associate members, technologists, nurses, respiratory therapists, scientists
2. The Board of Directors shall have the authority to control the establishment, operation and termination of all committees, divisions, branches, sections or organizations within the Corporation and to establish rules, policies and terms of reference for this purpose.
3. The Board of Directors shall have the authority to control, permit or encourage liaison or cooperation with other organizations separate from the Corporation sharing similar goals within or outside Canada, including hyperbaric medicine departments and organizations in hospitals or clinics. The Board shall have authority to accept donations from such



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organizations, enter into contracts with such organizations or cooperate financially and in any other manner on specific projects or activities with such organizations provided that there is no conflict with the Corporations Canada Act, other legislation or regulations.

4. Approved regional or provincial committees, divisions, branches, local organizations and sections may elect committees or sub-committees according to any regulations or rules as determined by the Board.
5. Any member of the Corporation may vote or seek election to positions within regional or provincial committees, divisions, branches, local organizations or sections, except that only Associate Members may vote or seek election in the Associates section.
6. The Board of Directors may invite representatives of regional or provincial committees, divisions, branches, local organizations and sections to attend Board meetings as guests to assist with deliberations on particular matters.
7. No regional or provincial committee, division, branch, section or local organization within the Corporation is permitted to open or maintain a separate bank account. Any funds that are raised by a regional or provincial committee, division, branch, local organization or section must be held by the Corporation and any such funds shall be available for the exclusive use by the applicable regional committee, division, branch or section providing any such use be first approved by the Treasurer of the Corporation. In the event that any regional committee, division, branch, local organization or section for which funds are held dissolves or is terminated by the Board of Directors, these funds shall be used as determined by the Board of Directors.
8. Sections may interact or participate directly in any equivalent sections of the Undersea and Hyperbaric Medical Society or other organizations with goals similar to those of the Corporation.
9. Regional or provincial committees, divisions, branches, local organizations and sections shall not be authorized to accept membership applications for the Corporation.
10. Each regional or provincial committee, division, branch or local organization approved by the Board of Directors may elect one or more representatives to sit on the Board of Directors with full voting rights. The number of such representatives shall be determined by the Board subject to approval, amendment or revocation by a members meeting. The Board of Directors may require regional or provincial committees, divisions, branches or local organizations to merge or divide or require two or more organizations within the Corporation to share or elect a single common representative to the Board. Representatives elected by regional or provincial committees, divisions, branches or local organizations shall



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replace any Director appointed by the Board to represent the same regional or provincial committee, division, branch or local organization and may only be removed or replaced by:

- a. A newly elected representative at the end of the two-year term of office for such representatives
 - b. By a $\frac{3}{4}$ vote of members at a meeting or by electronic or mail-in ballot
 - c. By a $\frac{3}{4}$ vote of members of the approved regional, provincial or local organization
 - d. By a $\frac{3}{4}$ vote of the Board of Directors, subject to ratification by $\frac{3}{4}$ vote by members at a meeting or electronic or mail-in ballot
11. Normally, the maximum number of consecutive elected two-year terms that any individual may serve as a representative on the Board of the same regional or provincial committee, division, branch or local organization should be three terms. Provided that there is at least one other valid nomination for the position then after three elected terms the individual will be considered ineligible to seek election for a fourth term. However, in the absence of any other valid nomination nothing in these bylaws should be construed as requiring that a vacancy be declared rather than permitting additional consecutive terms of office beyond three for the individual concerned.
12. The maximum number of regional committees, divisions, branches or local organizations that may be approved by the Board of Directors and entitled to elect a representative to the Board shall be determined by the Board of Directors, subject to approval by a members meeting. The number of provincial and territorial organizations must not exceed the number of provinces and territories in Canada for a maximum total of thirteen (13). The Board may determine that a smaller number is more appropriate or require that certain provinces or regions, divisions, branches or local organizations combine in order to be more effective.
13. Affiliates, both national and international, shall be organizations supporting the goals and objectives of the Corporation. The Board of Directors which shall have authority to seek or accept affiliation with other organizations, and to establish policies for such affiliations, subject to approval, amendment or revocation by the earliest members meeting following the decision.

ARTICLE 11: Other Committees

1. The Board of Directors may establish such standing and other committees as deemed appropriate, determine the terms of reference and other requirement, and appoint the Chairs and members of these committees.
2. The Chair of each committee:
 - a. Shall be appointed by the Board of Directors



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- b. Must be a member of the Corporation
 - c. Shall be responsible to the President
 - d. Shall keep records and ensure that the President and Board of Directors is informed about committee activities
 - e. Shall be a non-voting Ex-officio member of the Board of Directors (unless the individual is also a voting Director)
 - f. Shall report in writing, and when possible in person, to the Board of Directors at the Annual Scientific Meeting and at other such times as requested by the President
 - g. May be removed at any time by a majority vote of the Board of Directors
3. The members of all committees shall be appointed and may be removed at any time by a majority vote of the Board of Directors
 4. Committee members shall receive no remuneration for serving as such but may be entitled to such expenses as determined by the Board of Directors.
 5. The terms of reference and responsibilities of each committee shall be determined by the Board of Directors and provided in writing to members of each committee and to any member of the Corporation upon request.
 6. Standing committees of the society shall include:
 - a. Standards of practice and patient safety
 - b. Accreditation
 - c. Credentials and certification
 - d. Hyperbaric oxygen treatment
 - e. Diving medicine
 - f. Economics and human resources
 - g. Government liaison, public relations and communications
 - h. Finance
 - i. Membership and organization
 - j. Research
 - k. Education
 - l. Equipment, technical and safety management
 - m. Annual scientific and business meeting
 - n. Nominations, elections and awards
 - o. Bylaws and governance

ARTICLE 12: Advisory council



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1. The President or the Board of Directors may at any time convene a meeting of the Advisory Council comprising representation from all hyperbaric treatment facilities recognized, approved, or accredited by the Board of Directors on behalf of the Corporation and any appropriate experts.
2. When the focus of a planned Advisory Council meeting will be Corporation matters not related to patient care or other confidential health care issues then at the discretion of the Board of Directors representatives of significant military, academic or other organizations may be invited to participate.
3. Individuals need not be members of the Society to participate on the Advisory Council.

ARTICLE 13: Execution of documents

1. Normally documents shall be signed by the President, Secretary or Treasurer on behalf of the Corporation as appropriate.
2. When circumstances warrant any officer may sign documents on behalf of the Corporation.
3. Other members of the Board of Directors, committees, or members of the Corporation should not execute documents that bind the Corporation without specific authorization of the Executive Committee or Board of Directors.

ARTICLE 14: Nominations and elections

1. The Board of Directors shall issue a call for nominations in writing by mail or electronic means for the elected officers of the Society in a manner accessible to all members at least 60 days prior to the date of the annual meeting at which or before which the election will take place.
2. Participation by members in any meeting or vote may be in person, by electronic means or by mail-in ballot according to arrangements determined by the Board of Directors.
3. Proxy votes are not permitted.
4. Any Member may nominate themselves or another individual for positions for which the nominee is eligible.
5. The Nominations, elections and awards Committee may, according to terms of reference adopted by the Board of Directors, nominate candidates for any position.
6. All nominations must be accepted in writing or by electronic means by the nominee prior to notification of the membership of the candidates which must occur at least 15 days prior to the election.
7. If no nomination is received for any Officer position at least 30 days prior to the election then the Board of Directors may make nominations.



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8. In the event that there is no valid nomination notification for an Officer or Board position 15 days prior to the election then nominations may be accepted from the floor at the Annual Meeting provided that the nominee confirms acceptance in person or in writing.
9. If there is more than one nominee for an office, a secret ballot, in which votes may be cast in person, by mail or by electronic means, will be counted at the Annual Meeting in a manner determined by the Board of Directors.
10. In the event that only one valid nomination is received for any election the voters must still have the opportunity to cast a secret ballot to affirm or reject the candidate. In the event of rejection the Standing Committee on Nominations and Elections and the Board of Directors shall declare the position to be vacant.
11. The Standing Committee on Nominations, elections and awards shall be responsible for:
 - a. Making detailed recommendations to the Board of Directors related to the conduct of all matters pertaining to elections and appointments within the Corporation
 - b. Ensuring that all elections are conducted fairly by secret ballot.
 - c. Organizing and counting votes for officers and members of the Board of Directors and informing the Board and members of the results and for keeping records of all nominations, election results and awards.

ARTICLE 15: Indemnities to directors and others

Every director of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- a) All costs, charges and expenses which such Director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against the Director, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by the Director, in or about the execution of the duties of the Director's office or in respect of any such liability;
- b) All other costs, charges and expenses which the Director sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the Director's own wilful neglect or default.

ARTICLE 16: Dues

1. The Board of Directors shall give notice to the membership at least 30 days prior to the Annual Business meeting, held each year in conjunction with the Annual Scientific Meeting, of its recommendations for the amounts payable for annual dues for all categories of membership and supporters of the Society. These dues are payable in addition to any



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membership fees of the UHMS. A simple majority of regular members voting can approve or amend the recommendations for annual dues.

2. All members who have not paid their dues within 60 days of the due date determined by the Board of Directors shall be considered delinquent and be notified to this effect. If such dues have not been paid within 6 months then the member will cease to be in good standing and will be removed from the membership list.

ARTICLE 17: Dissolution of the Corporation and disposal of assets

1. In the event of the lawful dissolution of the Society, following the payment of all just debts and obligations of the Society, the Board of directors shall designate one or more organizations in Canada with goals similar to those of the Corporation to receive the remaining assets of the Corporation in accordance with the Canada Corporations Act.

ARTICLE 18: Amendments to bylaws and Letters Patent

2. Any member of the Corporation may propose amendments to the Bylaws or Letters Patent by a submission in writing to the President or the Board of Directors.
3. The Board of Directors may propose amendments to the Bylaws or Letters Patent.
4. Proposals to amend the Bylaws or Letters Patent that are approved by the Board of Directors must be distributed to members including any information about the proposals and the deadline for voting which should be not less than 30 days from the time of distribution.
5. Amendments require at least a two-thirds vote of all valid votes cast and if approved become effective immediately unless approval of the Minister of Industry is required. Such a vote is considered equivalent to a meeting of the membership and may be conducted by an in person meeting, paper ballot, by electronic means or a combination of these methods.
6. Only Regular members may vote on amendments. Amendments must be consistent with the Act. Any proposal to amend the Letters Patent must also be approved by a 2/3 vote of members and conform to Policy 13.4 of the Act.

ARTICLE 19: Auditors

1. The members shall, at each annual meeting, including the first, appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the members at the next annual meeting.
2. The auditor appointed must be approved for the purpose in the Canadian Province where the auditor is located.
3. The auditor shall hold office until the next annual meeting provided that the Board of Directors may fill any casual vacancy in the office of the auditor.
4. The remuneration of the auditor shall be fixed by the Board of Directors.



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5. In the event that the Canada Corporations Act or other Government Act or regulation ceases to require an auditor for the particular conditions of the Corporation then the Board of Directors or a members meeting may decide to waive the requirement for an auditor and instead decide upon such other financial accountability as is permitted or required by the Act or regulation.

ARTICLE 20: Interpretation

In these Bylaws and in all other Bylaws 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.

ARTICLE 21: Conduct of meetings and use of electronic means for meetings

1. The person chairing any meeting (President, committee chair) shall be responsible for determining whether a quorum exists, as defined in these bylaws or committee terms of reference.
2. Any member eligible to attend the particular meeting may challenge the existence of a quorum at any time and in the event of such a challenge the chair of the meeting shall determine whether a quorum is present according to these bylaws and any terms of reference or policies adopted by the Board of Directors or members.
3. All meetings (Board of Directors, Executive Committee, other committees, members) may be conducted in-person, by teleconference, by other electronic means or a combination thereof unless otherwise required by these bylaws, the Act or other legislation, regulation or policy of the Corporation or Corporations Canada. The numbers required for a quorum for all meetings shall be as set forth in these bylaws, or in polices, regulations or terms of reference as determined by the Board of Directors and shall be the same regardless of whether a meeting is conducted in person, teleconference, other electronic means or a combination of these methods.
4. Detailed policies related to participation in meetings by teleconference or other electronic means shall be developed and adopted by the Board of Directors, subject to ratification, amendment or revocation by a members meeting.
5. The (members, directors, executive committee, other committees) of the Corporation may meet by teleconference provided that either a majority of the (members, directors, executive committee, other committees) consent to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the (members, board of directors, executive committee, other committees) by a simple majority vote at a meeting of the (members, directors, executive committee, other committees) of the Corporation.



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6. The (members, directors, executive committee, other committees) of the Corporation may meet by other electronic means that permits each (members, directors, executive committee, other committees) to communicate adequately with each other, provided that:
 - a. The (members, board of directors, executive committee, other committees) of the Corporation has passed, by simple majority vote, a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing a quorum, and recording votes;
 - b. Each (members, directors, executive committee, other committees) has equal access to the specific means of communication to be used;
 - c. Each (members, directors, executive committee, other committees) has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
7. The proceedings of any meeting shall be recorded in a book, in a secure and backed-up computer file or in other electronic form. Unless otherwise provided for in these bylaws, the Act, other legislation or regulation, access to these records shall be determined by policies adopted by the Board of Directors or a members meeting.
8. Responsibility for recording the proceedings, attendance, existence of a quorum and votes held at meetings shall rest with:
 - a. The Secretary of the Corporation, or in the absence of the Secretary an alternate appointed by the President, for all meetings of the Board of Directors, Executive Committee or members
 - b. The Chair of each committee or an individual appointed by the Chair or otherwise as set forth in the terms of reference for the committee as determined by the Board of Directors

Membership Categories

Undersea and Hyperbaric Medical Society membership categories:

The UHMS Board of Directors shall set dues for each membership category. Names of members in each category will be published with the appropriate category indicator. After the approval process, memberships will be officially conferred on payment of appropriate annual dues.

Regular members:



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Regular members of the Society shall be doctorate level health care professionals. Regular members are entitled to vote and hold office in the Society. Each applicant for Regular Membership shall submit an application as prescribed. The application shall be sent to the Administrative Office of the Society where it is reviewed. If any discrepancies or items of concern are noted, the application will be forwarded to the Membership Committee for disposition and recommendations.

The Board of Directors shall grant waivers of this requirement in exceptional cases where an applicant's special contributions or accomplishments warrant such action. When a waiver of the educational requirement is necessary the special accomplishment of the applicant must be well documented by the applicant. The application is then handled as prescribed by the Board of Directors and, when accepted for membership, the applicant is notified in writing.

The Executive director shall publish the names of new Members to the membership. Physicians who have their license to practice under suspension, restriction, or revocation may not be regular members.

Regular (R): Regular members of the Society shall be physicians or doctorate level health care professionals (MD, DO, PhD, DPM, DDS, or equivalent). This category will include those Associates waived by the BOD as exceptional cases.

Regular Government / Military (RG): Members shall be doctorate level health care professionals in active Government service, or doctorate life sciences professionals in Government service.

In Training (IT): Members shall be physicians (MD or DO) currently in a formal post-graduate training program (internship, residency or fellowship) or post-graduate doctoral trainees.

Associate members (A): Hyperbaric technicians, registered nurses, physician assistants, undergraduate students, diving supervisors, certified scuba instructors, or other hyperbaric or diving personnel with specialized technical or research backgrounds, but who do not possess the academic background for Regular Membership can become Associate Members of the Society. Regular Members (retired) who are 65 years or older and are not working; can also fall under this category; however they will not have voting rights. Associate members are not entitled to vote or hold office. The UHMS Board of Directors shall set dues for Associate Members. The Executive Committee of the Associates shall be responsible for providing the Associate membership with procedures for electing two voting representatives to the UHMS Board of Directors, one of whom must be an Associate Corporate member. These representatives shall be elected to staggered two-year terms. Names of Associate Members shall be published in the membership directory designated by the letter (A).

Corporate Member (C): The Board of Directors shall have the power to determine the amount of Corporate Membership dues, and to admit as Corporate members those companies, associations, foundations, or partnerships contributing a basic amount or more annually for activities of the Society. Each applicant for Corporate Membership shall submit an application on the prescribed



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form to the Administrative Office of the Society. The application is then handled as prescribed by the Board of Directors. Upon approval of the application and acceptance of their contribution by the Board of Directors, Corporate Members shall be listed as such on the membership rolls of the Society and receive such other services as the Board of Directors may deem appropriate. A Corporate Member contributing the basic amount annually shall be designated as a Bronze Corporate Member, and may appoint two (2) persons as Corporate Associate Member Representatives. A Corporate Member contributing one and one half times the basic amount annually shall be designated as a Gold Corporate Member and may appoint three (3) persons as Corporate Associate Member Representatives. A Corporate Member contributing double the basic amount (or more) annually shall be designated as a Platinum Corporate Member, and may appoint four (4) persons as Corporate Associate Member representatives. These Corporate Member Associate Member Representatives shall be nonvoting members. The names of Corporate Associate Member Representatives shall be published in the membership directory designated by the letter (C).

Emeritus Member (E): At their request, Regular members in good standing for twenty (20) years, who have achieved the age of seventy-five 75, may receive the benefits of membership at no cost.

Honorary Member (H): Individuals who have made outstanding contributions to the advancement of undersea and hyperbaric activities may be elected to Honorary Membership in the Society. Honorary Members shall pay no dues and shall not be entitled to vote or to hold office. Not more than one (1) Honorary Member shall be elected annually, except that in special and unusual circumstances, the Board of Directors shall have the power to elect up to three (3) Honorary Members in one year. Normally, the President shall make such nominations to the Board of Directors. However, any Regular Member in good standing of the Society may submit such a nomination in writing, with supporting information, to the Executive Director for transmittal to the Board of Directors.