

**NEWFOUNDLAND AND LABRADOR  
COLLEGE OF MEDICAL LABORATORY  
SCIENCE**

**PROVINCIAL BY-LAWS**

(Incorporated May 07, 1990)

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**1. Article 1.0 – Definitions**

- 1.1. In these by-laws unless there be something in the subject or context inconsistent therewith:
- 1.1.1. **College** means: Newfoundland and Labrador College of Medical Laboratory Science.
  - 1.1.2. **NLCMLS** means: Newfoundland and Labrador College of Medical Laboratory Science.
  - 1.1.3. **Board of Directors or Board** means: Board of Directors, NLCMLS
  - 1.1.4. **CSMLS** means: Canadian Society for Medical Laboratory Science.
  - 1.1.5. **Special Resolution** means: A resolution passed by not less than three fourths (3/4) of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
  - 1.1.6. **Council** means: The Newfoundland and Labrador Council of Health Professionals (NLCHP) which is an independent body established by legislation under the Health Professions Act (2010), hereby known as the Act, and is responsible for governing the regulation of seven designated health groups including Medical Laboratory Technologists under the Act.

**2. Article 2.0 – Administration Office of the College**

- 2.1. The Administrative Office or address of the College shall be at the city of St. John's in the province of Newfoundland and Labrador or at such other place in the province as the directors of the College may fix from time to time by resolution.

**3. Article 3.0 – College Seal**

- 3.1. The seal of the College shall be in the custody of the secretary and shall not be used without the sanction of the office or officers authorized to sign contracts, documents, or instruments under Article 10.0 of these by-laws.

**4. Article 4.0 – Membership**

- 4.1. For the purpose of registration, the number of members of the College is unlimited.
- 4.2. The following shall be classifications and criteria for membership:
- 4.2.1. Practicing member definition as stated in the Entry to Practice Guidelines according to the Act Respecting the Regulation of Certain Health Professionals.
  - 4.2.2. Non-Practicing member definition as stated in the Entry to Practice Guidelines according to the Act Respecting the Regulation of Certain Health Professionals.

**5. Article 5.0 – Terms of Membership**

- 5.1. Every member of the College shall be entitled to attend any general meeting of the College.
- 5.2. Practicing members and non-practicing members shall be entitled to all the privileges and services the College as defined by the Board of Directors including those of voting and holding elected office.
- 5.3. The Board of Directors shall set fees for the purpose of administration in so far as it is practicable to ensure that the amount of fees is sufficient to enable it to discharge its duties under the Act.
- 5.4. Any member of the NLCMLS shall be in good standing only so long as their membership fee has been paid and they abide by all articles of the NLCMLS by-laws and regulations of the Act Respecting the Regulation of Certain Health Professionals.
- 5.5. When a member's fees remain unpaid by January first (1<sup>st</sup>) of any year, their name shall be removed from the membership rolls and membership shall stand suspended, without need for further action of notice.
- 5.6. Anyone whose membership has been suspended under Article 5.0 Section 5.6 may have their name restored to the register of members upon producing evidence of liability insurance, paying of the current NLCMLS fee, licensing fee and have reissued a license by Council.
- 5.7. Any member of good standing with the College may submit their resignation by giving notice in writing to the Council and College.
- 5.8. Every member of the NLCMLS shall, by accepting membership, agree to abide by the by-laws and standing rules of the College and code of ethics of the CSMLS.

**6. Section 6.0 – Fiscal Year**

- 6.1. The fiscal year of the College shall be the period from January 1<sup>st</sup> to December 31<sup>st</sup> of the same year.

**7. Article 7.0 – Board of Directors**

- 7.1. The Board of Directors (Executive) and their term of office shall consist of the following:
  - President Elect – One (1) year – One (1) position
  - President – Two (2) years – One (1) position
  - Past- President – One (1) year – One (1) position
  - Secretary – Three (3) years – One (1) position
  - Treasurer – Three (3) years – One (1) position
  - Director of Professional Development - Three (3) years – One (1) position
  - Director of Marketing and Communications - Three (3) years – One (1) position
  - Regional Directors - Three (3) years – Four (4) positions (Avalon, Eastern, Central, Western)

- College, Council Official for the Newfoundland and Labrador Council of Health Professionals - Three (3) years – One (1) position
- 7.1.1. There shall be annually appointed one (1) member to the Board who shall have a liaison position with no voting rights at Board meetings. This person shall be a student representative from the final year of the Medical Laboratory Science program in the Province of Newfoundland and Labrador.
  - 7.1.2. Every director shall be a certified member, in good standing of the College, as defined in Article 5.0.
  - 7.1.3. One member elected from and by each College in accordance with the Council's by-laws sit as a member of the Newfoundland and Labrador Council of Health Professionals under the Act Respecting the Regulation of Certain Health Professionals.
- 7.2. Regional Directors shall live and /or work in the geographic area which they represent, and they shall be elected by members of the NLCMLS.
  - 7.3. The board of Directors shall:
    - 7.3.1. Have the authority to incur obligations, disburse monies, and perform all such acts of administration as may be necessary to expedite the proper functioning of the College to the provisions of these by-laws and any amendments made thereto.
    - 7.3.2. Promulgate Standing Rules of the College to include policies, procedures, and directives for the guidance of members, Officers and Officials of the College, providing these are in conformity with and do not contravene these by-laws.
    - 7.3.3. Enter into agreement with other institutions and societies.
  - 7.4. Meetings of the Board shall be held at such time and place as may be determined by the President with a minimum of three (3) meetings per year.
  - 7.5. The quorum for meetings of the Board shall be a simple majority of full voting members.
  - 7.6. The President, with the approval of the Board may invite other individuals to take part in the discussions on pertinent business at any meeting of the Board.
  - 7.7. When action is required on urgent matters between regular meetings with the Board, the authority rests with the president or with members of the Board designated by the Board.
  - 7.8. Any director charged with failure to perform their duties as a Director, and against whom such charges are sustained after due and proper hearing before the Board shall be suspended from the Board if approved by a two-thirds (2/3) written vote of the Board.
  - 7.9. Any director so suspended shall have the right to appeal their case before the members at the next Annual General Meeting provided such notice of appeal has been submitted to the President at least sixty (60) days prior to the date of the Annual General Meeting.

- 7.10. In the event that a director resigns from office or is suspended, whereupon their office of director shall be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the College.
- 7.11. There shall be appointed one (1) member of the Board who shall have only a liaison position with no voting rights at Board meetings. This person shall be the current NLCMLS representative for the CSMLS Council on National Certification for a term of three (3) years.

## 8. Article 8.0 – Election of Directors

- 8.1. The election of the Directors to the Board shall be held as follows:
- 8.1.1. The position of President-Elect will come up for election bi-annually with automatic progression through President and Past-President.
- 8.1.2. The positions of Secretary and Director of Marketing and Communications will be up for election on the opposite years as the positions of Treasurer and Director of Professional Development.
- 8.1.3. The position(s) of Regional Director(s) for Central and Avalon regions will be up for election on the opposite years as the position(s) of Regional Directors for the Eastern and Western regions
- 8.1.4. The position of College, Council Official for the Newfoundland and Labrador Council of Health Professionals will be up for election every three (3) years.
- 8.2. Notice of the time and mechanism of the election and the positions open for election shall be delivered to each member at least ninety (90) days prior to the holding of the election.
- 8.3. The Nominating Committee of the NLCMLS shall be a standing committee that shall consist of the regional directors and one other board member as appointed by the President.
- 8.4. The nominating Committee shall be responsible for seeking out candidates who will allow their names to stand as nominees. Written consent of the nominee is required prior to that nomination being accepted.
- 8.5. In addition to the nominations submitted by the committee, nominations may be submitted over the signature of five (5) voting members, one of whom shall act as proposer and another the seconder and must be accompanied by the written consent of the nominee. Such nominations must reach the Chairperson of the Nominating Committee at least sixty (60) days before the election.
- 8.6. All nominations must be submitted in the form prescribed to the Chairperson of the Nominating Committee at least sixty (60) days prior to the election.
- 8.7. The Nominating Committee shall determine whether each nomination has complied with the By-Laws.
- 8.8. The Chairperson of the Nominating Committee shall prepare the slate of nominations and shall present this to the members by mail and/or electronic ballot at least thirty (30) days prior to the deadline date for return of such

ballots. If only one nomination is received for a position, then the nominee shall be elected by acclamation.

- 8.9. If at the time of preparation of the slate of nominations, there shall be no nominations for a particular position, then the Chairperson of the Nominating Committee shall accept nominations from the floor during the Annual General meeting or such meeting called to hold election of officers.

**9. Article 9.0 – Officers and Officials of the College**

- 9.1. All duties and responsibilities of the Board of Directors shall commence on the first (1<sup>st</sup>) day of January following the election.
- 9.2. The Board of Directors shall annually appoint the chairpersons of standing committees and other such chairpersons or officials as may be deemed necessary to the proper functioning of the College.
- 9.3. All officers and officials acting on behalf of the NLCMLS upon the direction of the Board of Directors shall be entitled to be reimbursed for authorized expenses incurred during their term of office.

**10. Article 10.0 – Duties and Responsibilities**

- 10.1. The President (Chairperson) shall be the Chief Elected Officer of the NLCMLS, responsible to the membership for the efficient functioning of the College for the maintenance of proper procedures and protocol on the part of the Board and committees of the College during the term of office and with-in the terms of these by-laws.
- 10.1.1. All officers of the Board are required to attend all board meetings. In the event an officer is unable to attend, notification of their absence must be conveyed to the President.
- 10.2. The **President** shall:
- 10.2.1. Preside at all meetings of the membership, the Board, and at all official functions of the NLCMLS and shall sign all instruments which require the President's signature.
- 10.2.2. Be an ex-officio member of all committees of the NLCMLS except where specifically excluded.
- 10.2.3. In the event of a vacancy occurring during the term of office of any director on the Board have the authority to appoint a successor to complete the term of office, subject to the approval of the Board.
- 10.2.4. The President shall appoint a chairperson to the Nominating Standing Committee.
- 10.3. The **Past-President** or **President-Elect** shall, whenever necessary, due to the absence or inability of the President, assume the duties and responsibilities of the President.
- 10.4. The **Secretary** shall:
- 10.4.1. Attend, record, and keep on file the minutes of all Board of Directors, General, and Special meetings.

- 10.4.2. Handle all correspondence dealing with College affairs as directed by the President or the Board
- 10.4.3. Sign with the President or other signing officer or officers of the College such instruments as require the signature of the secretary and shall perform such other duties as the terms of office call for, or the Board may from time to time properly require of the position.
- 10.4.4. Be responsible also for the safe custody of the corporate seal of the College, as well as a copy of the Certificate of Incorporation of the College and of any other supplementary certificates, and of the preliminary memorandum of association and of all the by-laws of the College.
- 10.5. The Secretary, or such other officer as may be designated by the Board, shall have access to the NLCHP register of members that shall include:
  - 10.5.1. The names of the subscribers to the memorandum of association.
  - 10.5.2. The full name and address of every member of the College.
  - 10.5.3. The full name, address, and occupation of all persons who are or have been Directors of the College with the date at which each became or ceased to be a Director.
- 10.6. The **Treasurer** shall:
  - 10.6.1. Require the Board to appoint annually at least two (2) and not more than three (3) signing officers from its members, in addition to the Treasurer.
  - 10.6.2. Have all accounts audited at the end of each fiscal year.
  - 10.6.3. Shall submit the audited financial report and the Audit Committee report to the Board for preparation at the next Annual General Meeting.
  - 10.6.4. Be responsible for all College monies and investments and have the Board review all loans and/or investments at least once a year.
- 10.7. The **Regional Directors** shall:
  - 10.7.1. Liaise between the Board of Directors and the members of their respective regions.
  - 10.7.2. Facilitate regional activities such as Med Lab Week, Science Fairs, etc.
  - 10.7.3. Liaise with the Symposium Chairperson when congress is hosted in their region.
  - 10.7.4. Submit a report of regional activities at each board meeting.
- 10.8. The **Director of Marketing and Communications** shall be the Chairperson of the Marketing and Communication standing committee and represent the College on the CSMLS marketing and Communication Committee and shall perform such other duties as may be assigned by the Board.
- 10.9. The **Director of Professional Development** shall be the Chairperson of the Professional Development Committee and represent the College on the CSMLS Professional Development Committee and shall perform such other duties as may be assigned by the Board.
- 10.10. The **College, Council Official for the Newfoundland and Labrador Council of Health Professionals** shall:



- 10.10.1. Liaise with the Health Council and the College Board of Directors to allow for the transfer of information to and from these organizations under the Health Professionals Act, while sitting on Council committees.
- 10.10.2. Act on behalf of the Board of Directors of the College and its members.
- 10.10.3. Consult and seek advice from the Board of Directors of the College in all matters pertaining to the membership, while sitting on Council committees.

#### **11. Article 11.0 – Committees**

- 11.1. There shall be the following Standing Committees:
  - Professional Development Committee
  - Nominating Committee
  - Marketing and Communications Committee
  - Audit Committee
- 11.2. The membership and duties of each Standing Committee shall be in accordance with the By-Laws.
- 11.3. The Board may appoint such other Standing Committees as may be considered necessary to assist the Board in carrying out its duties.

#### **12. Article 12.0 – Disciplinary Charges**

- 12.1. All disciplinary complaints shall be dealt with by the Council in accordance with Part V Discipline of the Act Respecting the Regulation of Certain Health Professionals.

#### **13. Article 13.0 – Membership Meetings**

- 13.1. The Annual General Meeting shall be a general meeting of the members of the College, held at such time and place as may be determined by the Board, for the purpose of receiving financial statements, the annual reports of the College, and for the transaction of such other business as may be properly brought before it.
- 13.2. Notice of the Annual General Meeting of the College, together with the agenda for the meeting, shall be posted on the College's website not less than thirty (30) days prior to the meeting.
- 13.3. A special meeting shall be a general meeting of the members of the College, which may be called at any time by the President of the College with the approval of the Board, or upon request, by written notice signed by at least five percent (5%) or the voting members of the College, for the purpose of considering a specific and urgent matter of business which cannot be delayed until the next Annual General Meeting.
- 13.4. Notice of a special meeting of the NLCMLS, together with the purpose for holding the meeting shall be sent to the members not less than ten (10) days prior to the meeting. The date, time, and place for the meeting shall be at the discretion of the Board.

- 13.5. Ten (10) voting members for any general or special meeting shall constitute the quorum for that meeting and no business shall be transacted at that meeting of the College unless the quorum of members is present at the commencement of business.
- 13.6. The Chairperson shall have no vote except in the case of equality of votes. In the case of an equality of votes, the Chairperson shall have a casting vote.
- 13.7. At any general meeting, unless an exact count is demanded by at least three (3) members, a declaration by the Chairperson that a resolution has been carried and entry to that effect in the minutes shall be sufficient evidence of the fact, without proof of the number of the members in favour of or against such resolution.
- 13.8. If an exact count is demanded in manner aforesaid, the same shall be taken in such manner requested.

#### **14. Article 14.0 – Voting**

- 14.1. The eligibility of any member to vote at any general meeting shall be in accordance with Article 5.0 and Section 5.2.
- 14.2. In the event of a tie vote at any meeting, the Chairperson shall cast the deciding vote.
- 14.3. A majority vote of members in attendance at any meeting of the NLCMLS shall prevail except otherwise specified in these By-Laws or in the Parliamentary Authority.

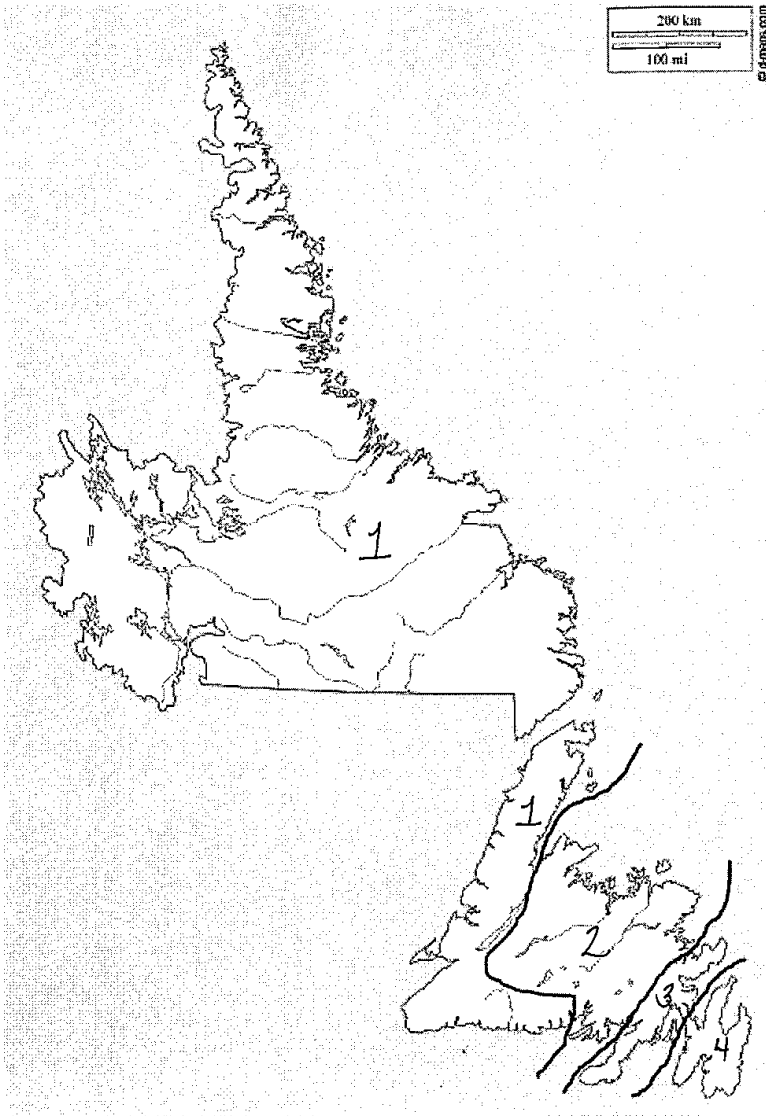
#### **15. Article 15.0 - Enactment of By-Laws**

- 15.1. These By-Laws shall be revised or amended by a Special Resolution as the need arises on the approval of three-quarters (3/4) vote at the Annual General Meeting or at any special meeting called for that purpose.
- 15.2. Proposed revisions approved by the Board must be circulated to the members thirty (30) days prior to the Annual General Meeting.

#### **16. Article 16.0 – Parliamentary Authority**

- 16.1. The rules contained in the current edition of the Robert’s Rule of Order, shall govern the College in all cases to which they are applicable and in which they do not conflict with these By-Laws and any special rules of order the College may adopt.

## Schedule A – Regions Represented by Regional Directors



1. Western Region
2. Central Region
3. Eastern Region
4. Avalon Region

The Newfoundland and Labrador College of Medical Laboratory Science (NLCMLS)

- formally Newfoundland and Labrador Society of Laboratory Technologists (NLSMLS)
- was the Newfoundland Branch of the Canadian Society of Laboratory Technologists (CSLT) from 1961-1990
- is the professional College for Certified Medical Laboratory Professionals in Newfoundland and Labrador
- was incorporated on May 07, 1990 and is affiliated with the Canadian Society for Medical Laboratory Science (CSMLS), which remains the certifying body

**Document Acceptance:**

- Amendment Date: October 2014
- Article 8 Section 8 has been amended to include changes to the provincial by-laws as approved at the Annual General Meeting of the NLCMLS in St. John's October 2017.