



**NEWFOUNDLAND AND  
LABRADOR COLLEGE**  
of Medical Laboratory Science

## **PROVINCIAL BY-LAWS**

Revised: September 2023

## **Newfoundland & Labrador College of Medical Laboratory Science**

P.O. Box 39057  
St. John's, Newfoundland  
A1E 5Y7  
<https://www.nlcmls.ca>

The Newfoundland and Labrador College of Medical Laboratory Science (NLCMLS), formally Newfoundland and Labrador Society for Medical Laboratory Science (NLSMLS), was a Newfoundland Branch of the Canadian Society of Laboratory Technologists (CSLT) from 1961 to 1990.

The Professional College for Certified Medical Laboratory Professionals in Newfoundland and Labrador incorporated on May 7, 1990, and affiliated with the Canadian Society for Medical Laboratory Science (CSMLS), which remains the certifying body.

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## Article

### 1.0 Definitions

- 1.1 In these by-laws, unless otherwise stated, the subject or context which refers to:
  - 1.1.1 "College" means the Newfoundland and Labrador College of Medical Laboratory Science.
  - 1.1.2 "NLCMLS" means the Newfoundland and Labrador College of Medical Laboratory Science.
  - 1.1.3 "Board" means the Board of Directors of the NLCMLS, and "director" means a member of the Board.
  - 1.1.4 "CSMLS" means the Canadian Society for Medical Laboratory Science.
  - 1.1.5 "Special resolution" means a resolution passed by a majority of not less than three-fourths (3/4) of the present and eligible member votes cast at a general meeting, whereby notification issued specifies the intent to propose a resolution.
  - 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. The Act governs the regulation of seven designated health professions, including Medical Laboratory Technologists.
  - 1.1.7 The Act refers to the legislative Act known as the Health Professions Act, NL, assented on June 24, 2010.

### 2.0 Administration Address of the College

- 2.1 The Administrative address of the College shall be in the city of St. John's in the province of Newfoundland and Labrador or an alternative address in the province of Newfoundland and Labrador as deemed appropriate by the Board.

### 3.0 College Seal

- 3.1 The seal of the College shall be in the secretary's custody and shall not be used without the sanction of the office or signing authority in accordance with Article 10.0 of the by-laws.

### 4.0 Membership

- 4.1 For registration, the college membership capacity is unlimited.
- 4.2. The following shall be the classifications and criteria for membership:
  - 4.2.1 Practicing member definition as stated in the Entry to Practice Guidelines according to the Health Professions Act, 2010.
  - 4.2.2 Non-practicing member definition as stated in the Entry to Practice Guidelines according to the Health Professions Act, 2010.

### 5.0 Terms of Membership

- 5.1. Every member of the College shall be entitled to attend any general meeting.
- 5.2. Practicing and non-practicing members shall be entitled to all the privileges and services of the College as defined by the Board of Directors, including those of voting and holding elected office.
- 5.3. The Board of Directors shall establish fees considered practical and fiscally responsible for administration to ensure that the fee amount is sufficient to discharge its duties under the Act.
- 5.4. A member shall remain in good standing if the required membership fee is paid and the member abides by all articles of the NLCMLS by-laws and Health Professions Act, 2010 regulations.
- 5.5. A member who neglects to pay membership fees by April 1 of each year shall stand to be suspended without further action or notice.
- 5.6. Membership suspended under Article 5.0 Section 5.5- The member's name shall be restored to the list of registered health professionals upon proof of valid registration by the Council.

- 5.7. Any member in good standing with the College shall submit their resignation by issue of written notice to the College and Council.
- 5.8. By accepting membership, members agree to abide by the by-laws of the College and its policies.

## 6.0 Fiscal Year

- 6.1. The College's fiscal year shall be from January 1 to December 31 of the same year.

## 7.0 Board of Directors

- 7.1 The Board of Directors (Executive) and their term of office shall consist of the following:
  - Chair: Three-year term (one electoral seat)
  - Vice Chair: Three-year term (one electoral seat)
  - Secretary: Three-year term (one electoral seat)
  - Treasurer: Three-year term (one electoral seat)
  - Directors: Three-year term (six electoral seats)
    - Director of Professional Development
    - Director of Marketing and Communications
    - Regional Director Avalon
    - Regional Director Central
    - Regional Director Eastern
    - Regional Director Western and Labrador
  - College Representative to Council: Three-year term (one electoral seat)
- 7.1.1 Each year, one liaison Board position shall exist for a student representative entering the third year of the Medical Laboratory Science program in the Province of Newfoundland and Labrador. Student representatives do not hold voting rights as liaison board members.
- 7.1.2 Every director shall be a registered member in good standing of the College, as defined in Article 5.0.
- 7.1.3 In accordance with the Council's by-laws, the College Representative to Council is a sitting member of the Newfoundland and Labrador Council of Health Professionals under the Health Professions Act, 2010.
- 7.2 Regional Directors shall reside and work in the geographic area they represent.
- 7.3 The Board of Directors shall:
  - 7.3.1 Have the authority to incur obligations, disburse monies, and perform all acts of an administration as necessary to expedite the appropriate duties of the College by-laws and any amendments made thereto.
  - 7.3.2 Promulgate the Standing Rules of the College to include policies, procedures, and directives for the guidance of members and the Board of Directors, pursuant to the by-laws.
  - 7.3.3 Enter into an agreement with another institution and society.
- 7.4 Meetings of the Board shall be held at such time and place as may be determined by the Chair, with a minimum of three (3) meetings per year.
- 7.5 The meeting quorum of the Board shall be a simple majority of its voting members.
- 7.6 With the approval of the Board of Directors, the Chair may invite other individuals to participate in the discussions on pertinent business at any meeting of the Board.
- 7.7 When an urgent matter requires action between regular meetings with the Board, the authority rests with the Chair or Board member designated by the Chair.
- 7.8 Failure to perform the duties of a Director, and against whom 'just cause' is identified and considered substantiated in writing by not less than two-thirds (2/3) of the Board of Directors, shall result in a director suspension from the Board of Directors.

- 7.9 Any director suspended shall have the right to appeal their case before a peer review committee. The Council must receive a request to appeal in writing within 30 business days from the initial notice of suspension.
- 7.10 If a director resigns or is suspended, the director vacancy can be filled for the remainder of its term by the Board of Directors from amongst its members of the College.

## 8.0 Election of Directors

- 8.1 The election(s) of the Directors to the Board shall be held as follows:

<b>Electoral Year (Three-year cycle)</b>	<b>NLCMLS Board of Directors Executive Positions</b>
Year One	Chair
Year Two	Vice Chair
	Secretary
	Director of Marketing and Communications
	College Representative to Council
	Regional Director Eastern
Year Three	Regional Director Western and Labrador
	Treasurer
	Director of Professional Development
	Regional Director Avalon
	Regional Director Central

- 8.1.1 An election for the Chair and Vice Chair position will be held every three (3) years. The new chair position will occur in year one (1) of the three-year cycle, and Vice Chair will occur in year two (2).
- 8.1.2 An election for the position(s) of Secretary and Director of Marketing and Communications will occur in year two (2) of the three-year cycle, and the position(s) for Treasurer and Director of Professional Development will occur in year three (3).
- 8.1.3 An election for the position(s) of Regional Director for the Eastern, Western and Labrador region will occur in year two (2) of the three-year cycle, and the positions for Regional Director of the Central and Avalon region will occur in year three (3).
- 8.1.4 An election for the College Representative to Council will be held in year two (2) of the three-year cycle.
- 8.2 Notice of an election shall be delivered to each member at least ninety (90) days prior to holding the election. The notice shall indicate the position(s) open for election, the time, and the election mechanism.
- 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 appointed by the Chair.
- 8.4 The Nominating Committee shall be responsible for seeking candidates who will allow their names to stand as nominees. Written consent of the nominee is required prior to nomination acceptance.
- 8.5 In addition to the nominations submitted by the committee, nominations may be submitted when the nomination includes the signature(s) of five (5) voting members, one of whom shall act as proposer and another the seconder. The submitting nomination must be accompanied by written consent of the nominee and must be received by the Chairperson of the Nominating Committee at least sixty (60) days prior to 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 nominations slate and present this to the members by mail or electronic ballot at least thirty (30) days before the deadline date

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

- 8.9 If there are no nominations for a particular position when the slate of nominations is prepared, the Chairperson of the Nominating Committee shall accept nominations from the floor during the Annual General Meeting or such meeting called to hold an election of officers.

## **9.0 Officers and Officials of the College**

- 9.1 All duties and responsibilities of the Board of Directors shall commence on the first (1st) day of January following the election.
- 9.2 The Board of Directors shall annually appoint the Chairperson (s) of a standing Committee(s) and other such Chairperson (s) or official(s) as to 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 reimbursement for authorized expenses incurred during their term of office.

## **10.0 Duties and Responsibilities**

- 10.1 The Chair, acting as the Chief Elected Officer of the NLCMLS, is 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 within the terms of the by-laws.
- 10.1.1 All officers of the Board are required to attend all board meetings. If an officer cannot attend, their absence must be notified to the Chair.
- 10.2 The Chair 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 documents requiring the Chair's signature.
- 10.2.2 Be an ex-officio member of all committees of the NLCMLS except where expressly excluded.
- 10.2.3 In the event of a vacancy on the Board of Directors during the term of office, has the authority to appoint a successor to complete the term of office, subject to the approval of the Board.
- 10.2.4 Appoint a chairperson to the Nominating Standing Committee.
- 10.2.5 Where necessary, due to the absence of the Chair, the Vice Chair shall assume the duties and responsibilities of the Chair.
- 10.3 The Secretary shall:
- 10.3.1 Attend, record, and retain the minutes of all Board of Directors, General and Special meetings on file.
- 10.3.2 Handle all correspondence dealing with college affairs as directed by the Chair or its Board of Directors.
- 10.3.3 Sign with the Chair or other signing officer or officers of the College such documentation as requires the secretary's signature and shall perform such other duties as the term of office calls for, or the Board may from time to time appropriately requires of the position.
- 10.3.4 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 any other supplementary certificates, the preliminary memorandum of association, and all the by-laws of the College.
- 10.4 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:
- 10.4.1 The names of the subscribers to the memorandum of association.
- 10.4.2 The full name and address of each member of the College.

- 10.4.3 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.
- 10.5 The Treasurer shall:
- 10.5.1 Require the Board to annually appoint at least two (2) and not more than three (3) signing officers from its members and the Treasurer.
- 10.5.2 Have all accounts audited at the end of each fiscal year.
- 10.5.3 Submit the audited financial report and the Audit Committee report to the Board for preparation at the next Annual General Meeting.
- 10.5.4 Be responsible for all College monies and investments and have the board review all loans and investments at least once a year.
- 10.6 The Regional Directors shall:
- 10.6.1 Liaise between the Board of Directors and the members of their respective regions.
- 10.6.2 Supports profession-related activities within their respective regions.
- 10.6.3 Liaise with the committee(s) Chairperson(s) acting as the primary contact when a symposium is scheduled within their respective region.
- 10.6.4 Informs on or presents regional activities within their respective region to the Board.
- 10.7 The Director of Marketing and Communications shall be the Chairperson of the Marketing and Communication standing committee, represent the College on the Council of Government and Public Relations (CGPR), and perform other duties designated by the Board.
- 10.8 The Director of Professional Development shall be the Chairperson of the Professional Development Committee, representing the College on the CSMLS Professional Development Committee, and perform other duties as designated by the Board.
- 10.9 The College Representative to Council for the Newfoundland and Labrador Council of Health Professionals shall:
- 10.9.1 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 on Council committees.
- 10.9.2 Act as a representative on behalf of the College's Board of Directors and its members.
- 10.9.3 Consult and seek advice from the College's Board of Directors in all matters pertaining to its membership while sitting on Council committees.

## **11.0 Committees**

- 11.1 The standing committees shall include:
- 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 other Standing Committees to assist the Board in its duties.

## **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.

## **13.0 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, to receive 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, to consider 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 a meeting quorum, and no business shall be transacted at that college meeting unless the members' quorum is present at the commencement of business.
- 13.6 The Chairperson shall have no vote except for the 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 the manner aforesaid, the same shall be taken in such manner requested.

#### **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 the Parliamentary Authority.

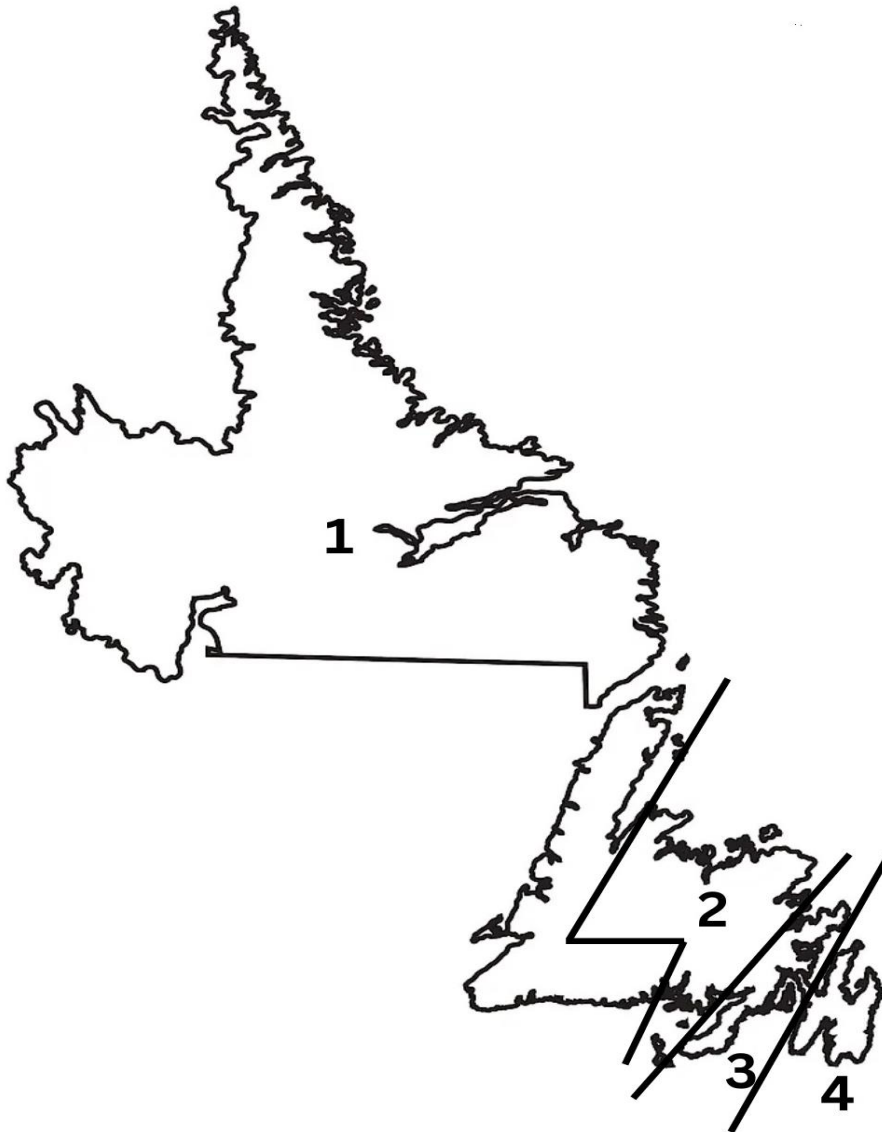
#### **15.0 Enactment of By-Laws**

- 15.1 These By-Laws shall be revised or amended by a Special Resolution as the need arises to approve a three-quarters (3/4) vote at the Annual General Meeting or 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.

#### **16.0 Parliamentary Authority**

- 16.1 The rules contained in the current edition of 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**



**Legend**

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

## Document Acceptance

### Amendment Date: Pending Acceptance of AGM

#### Addition of:

##### Article 1.1.7

"The Act refers to the legislative Act known as the Health Professions Act, NL, assented on June 24, 2010".

##### Article 10.2.5

Where necessary, due to the absence of the Chair, the Vice Chair shall assume the duties and responsibilities of the Chair.

#### Amendment of:

##### Article 2.1

The Administrative address of the College shall be in the city of St. John's in the province of Newfoundland and Labrador or an alternative address in the province of Newfoundland and Labrador as deemed appropriate by the Board.

##### Article 5.5.

A member who neglects to pay membership fees by April 1 of each year shall stand to be suspended without further action or notice.

##### Article 7.1.1

Each year, one liaison Board position shall exist for a student representative entering the third year of the Medical Laboratory Science program in the Province of Newfoundland and Labrador. Student representatives do not hold voting rights as liaison board members.

##### Article 7.9

Any director suspended shall have the right to appeal their case before a peer review committee. The Council must receive a request to appeal in writing within 30 business days from the initial notice of suspension.

##### Article 8.1.1

An election for the Chair and Vice Chair position will be held every three (3) years. The new chair position will occur in year one (1) of the three-year cycle, and Vice Chair will occur in year two (2).

##### Article 8.1.2

An election for the position(s) of Secretary and Director of Marketing and Communications will occur in year two (2) of the three-year cycle, and the position(s) for Treasurer and Director of Professional Development will occur in year three (3).

##### Article 8.1.3

An election for the position(s) of Regional Director for the Eastern, Western and Labrador region will occur in year two (2) of the three-year cycle, and the positions for Regional Director of the Central and Avalon region will occur in year three (3).

##### Article 10.7

The Director of Marketing and Communications shall be the Chairperson of the Marketing and Communication standing committee, represent the College on the Council of Government and Public Relations (CGPR), and perform other duties designated by the Board.

#### Removal of previously known as:

Term: President and President-Elect, now referred to as Chair and Vice Chair.

Article 10.2.5

**Amendment Date: October 25, 2019**

Article 7.1.3 amended to "One member elected from and by each College in accordance with the Council's by-laws of any director on the Board, sit as a member of the Newfoundland and Labrador Council of Health Professionals under the Act Respecting the Regulation of Certain Health Professionals."

**Amendment Date: October 13, 2017**

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.

**Amendment Date: October 2014**