



**By-Law No. 1 relating generally to the conduct
of the affairs of the
International Federation of Biomedical Laboratory
Science**

IFBLS

Presented to and adopted by the Board of Directors on October 1, 2014.

Enacted and confirmed at the General Assembly of Delegates on
October 7, 2014.

4.4 Amended by the General Assembly of Delegates September 26, 2018

BE IT ENACTED as a by-law of the Corporation as follows:

SECTION 1 - GENERAL

1. General

1.1. Definitions - In this By-Law, unless the context otherwise requires:

"Act" means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c.23, as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;

"Alternate GAD" means a bi-annual meeting of the Association Members, alternating with the Regular GAD, called to conduct the business described in Section 4.2.

"Articles" means the original or restated Letters Patent or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"Annual meeting" means a meeting of the Board called to conduct the business described in Section 6.1;

"Auditor" means the auditor of the Corporation;

"BLS Association Member" (sometimes referred to herein as "Association Member") has the meaning ascribed thereto in Section 2.2;

"Board" means the Board of Directors of the Corporation;

"By-Laws" mean this by-law and all other by-laws of the Corporation from time to time in force and effect;

"Chief Delegate" of a BLS Association Member at any GAD means the Official Delegate so designated by the Official Delegates of that BLS Association Member;

"Corporation" means the International Federation of Biomedical Laboratory Science, a corporation without share capital incorporated under the Act;

"Directors" means the directors of the Corporation elected pursuant to Section 5.3;

"Extraordinary GAD" means a special meeting of the BLS Association Members called to conduct the business described in Section 4.3;

"GAD" or "General Assembly of Delegates" is an annual meeting of the Members and includes the Regular GAD and the Alternate GAD;

"Group Member" has the meaning ascribed thereto in Section 2.3;

“**Locally Qualified Biomedical Laboratory Scientist**” means a medical laboratory technologist or a medical laboratory scientist who has been educated as such and is qualified and authorized to practise as such in his or her place of residence;

“**Member**” means a BLS Association Member, a Group Member, or both of them, as the context requires;

“**Official Delegate**” means an individual in attendance at a GAD with the rights set out in Section 4.6.1 and includes a Chief Delegate;

“**Official Representative**” means an individual in attendance at a GAD with the rights set out in Section 4.6.2;

“**Past-President**” means the immediate past-President of the Corporation;

“**Membership Dues**” has the meaning ascribed thereto in Section 3.1.;

“**President**” means the President of the Corporation;

“**President Elect**” means the President Elect of the Corporation, the equivalent of a Vice-President under the Act;

“**Provisional BLS Association Member**” has the meaning ascribed thereto in Section 2.2.1.;

“**Regular GAD**” means a bi-annual meeting of the Association Members, alternating with the Alternate GAD, called to conduct the business described in Section 4.1.;

“**Student**” means an individual enrolled in one or more biomedical science education courses which forms a part of a curriculum leading to qualification to practice as a medical laboratory technologist or a medical laboratory scientist in the individuals place of residence; and

- 1.2. **Interpretation** - In this By-Law, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine or neutral gender, as the case may be, and *vice versa*, and references to persons shall include individuals, firms and corporations. The division of this By-Law into Articles and Sections and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation hereof. References to an Article, Section or Schedule, refer to the applicable article, section or schedule of this By-Law.
- 1.3. **Head Office** - Until changed in accordance with the Act, the head office of the Corporation shall be in the City of Hamilton, in the Province of Ontario.
- 1.4. **Seal** - Until changed by resolution of the Board, the seal, an impression of which is stamped in the margin hereof, shall be the corporate seal of the Corporation.
- 1.5. **Financial Year** - Unless otherwise approved by the Board, the financial year of the Corporation shall end on the 31st day of December in each year.

- 1.6. **Books and Records** - The Board shall see that all necessary books and records of the Corporation required by the By-Laws or by any applicable law are regularly and properly kept.

SECTION 2 - MEMBERSHIP - MATTERS REQUIRING SPECIAL RESOLUTION

2. Membership

- 2.1. **Members** - The Corporation shall recognize the existence of Members comprised of three groups: BLS Association Members, Provisional BLS Association Members and Group Members.

2.2. BLS Association Members and Provisional BLS Association Members

2.2.1. A BLS Association Member is an association of individuals that has applied for and been recognized as such initially by the Membership Committee (upon which it will be a “Provisional BLS Association Member”) and subsequently by the Board (upon which it will be a “BLS Association Member”).

2.2.2. In order to be recognized as a Provisional BLS Association Member or a BLS Association Member and to continue to be recognized as a Provisional BLS Association Member or a BLS Association Member in good standing, an association of medical laboratory technologists or medical laboratory scientists:

2.2.2.1. shall have a membership comprised of individuals, a majority of whom are Locally Qualified Biomedical Laboratory Scientists or Students;

2.2.2.2. shall have a non-discrimination policy which applies to, among other things, admission of its members;

2.2.2.3. shall have a council or board, the majority of members of which are Locally Qualified Biomedical Laboratory Scientists, which governs its affairs;

2.2.2.4. may have regional subdivisions;

2.2.2.5. may be a part of another professional body or be a section thereof; and

2.2.2.6. shall have paid the applicable annual administration fee (pro rated for the remaining portion of the year where the association gains recognition part way through the year).

2.3. Group Members

2.3.1. A “Group Member” is a group of individuals that has applied for and been recognized as such by the Board.

2.3.2. In order to be recognized as a Group Member and to continue to be recognized as a Group Member in good standing, a group of medical laboratory technologists or medical laboratory scientists:

- 2.3.2.1. shall be comprised of a minimum of 10 individuals, a majority of whom are Locally Qualified Biomedical Scientists or Students, who reside in a country or, if such persons do not reside in a country, in a jurisdiction, where no BLS Association Member or Provisional BLS Association Member exists; provided that the Board shall be entitled to set a limit on the maximum number of persons who may constitute a Group Member;
- 2.3.2.2. shall meet the requirements and have the benefits of the provisions of Section 2.2.2.2, 2.2.2.4, 2.2.2.5; and
- 2.3.2.3. shall have paid the annual administration fee applicable to Group Members (pro rated for the remaining portion of the year where the group gains recognition part way through the year).

2.4. Notice of Meetings of Members

2.4.1. Regular General Assembly of Delegates (GAD)

Notice of the time and place of a Regular GAD shall be given to each Association Member not less than six months before the day on which the meeting is to be held. The notice shall include a provisional agenda and information regarding the process for nomination of Directors. Each BLS Association Member may request that additional items be added to the agenda so long as such requests are delivered to the President four months or more prior to the date of such Regular GAD. Unless the Board determines that the inclusion of any such item on the agenda would be outside the scope of the IFBLS mandate, each additional item so requested shall be added to the final agenda. A final copy of the agenda shall be sent to the Association Members at least two months prior to the date of the Regular GAD.

2.4.2. Alternate GAD

Notice of the time and place of an Alternate GAD shall be sent not less than three months before the day on which the meeting is to be held. The notice shall include a provisional agenda. Each BLS Association Member may request that additional items be added to the agenda so long as such requests are delivered to the President two months or more prior to the date of the Alternate GAD. Unless the Board determines that the inclusion of any such item on the agenda would be outside the scope of the IFBLS mandate, each additional item so requested shall be added to the final agenda. A final copy of the agenda shall be sent to the Association Members at least one month prior to the date of the Alternate GAD.

2.4.3. Extraordinary GAD

The Board shall call an Extraordinary GAD at any time if so requested by one-fifth of the BLS Association Members. Such Extraordinary GAD shall be held within four months of the request. In addition, the Board may call an Extraordinary GAD at any time where it determines in its discretion that the matters to be discussed cannot await resolution at the next scheduled GAD. Notice of the time and place of an Extraordinary GAD shall be given to each Association Member not less than one month prior to the day on which the meeting is to be held and shall contain

sufficient information in order to reasonably apprise the Association Members of the nature of the business to be transacted at such meeting. No other matters may be put before the Extraordinary GAD.

2.4.4. Chief Delegates Meeting

The Management Committee shall send the Association Members an invitation to a Chief Delegate Meeting to be held in connection with a World Congress/GAD not less than two months prior to the date of the Meeting. The invitation shall indicate the time and place of the Meeting and include the agenda and any documents relevant to the conduct of the business of the Meeting

2.4.5. Notification of Intention to Vote

Each BLS Association Member that is not able to send one or more Official Delegates to a GAD/Extraordinary GAD (an “Absent BLS Association Member”) may notify the President 24 hours or more prior to the GAD/Extraordinary GAD of its desire to vote by proxy; appoint a Chief Delegate or another named individual as its proxy holder to vote all of the votes the Absent BLS Association Member is entitled to cast and set out the manner in which the Absent BLS Association Member desires to vote on each matter to be put before the GAD/Extraordinary GAD. The notification shall be set out on the official stationery of the Absent BLS Association Member and shall be signed by the secretary or another authorized officer of the Absent BLS Association Member. If the chair of the GAD/Extraordinary GAD determines that the notification has not been given in due form or is ambiguous, no vote shall be cast with reference to such notification. An Absent BLS Association Member may revoke its proxy at any time and may substitute a replacement proxy if it wishes; provided that the replacement proxy is received by the chair of the GAD/Extraordinary GAD 24 hours or more prior to the commencement of the GAD/Extraordinary GAD. At any GAD/Extraordinary GAD, no Chief Delegate or other named individual shall be entitled to act as proxy holder for more than one Absent BLS Association Member.

SECTION 3 - MEMBERSHIP DUES AND DE-RECOGNITION

3. Membership dues and de-recognition

3.1. Membership Dues

3.1.1. Each Association Member shall pay an annual administration fee to the Corporation, as determined by the Board. Such fee shall be payable in advance, between November 1 and December 31 of each year in accordance with Schedule “A” appended hereto and subject to revision from time to time.

3.1.2. In the case of each Group Member, the fee will be determined from time to time by the Board.

3.1.3. An Association Member that fails to pay its annual administration fee shall have its recognition suspended until such time that the arrears have been paid.

3.1.4. Penalties for a delay in payment shall be \$100.00 CAD during January, \$200.00 CAD during February and \$300.00 CAD during March.

3.2. De-recognition

Association Members and Group Members that no longer meet the recognition requirements set out in Sections 2.2.2.1 to 2.2.2.6 and Sections 2.3.2.1 to 2.3.2.3, as the case may be, or fail to pay their annual administration fees by March 31 of the year to which they pertain, may be derecognized by the Board.

SECTION - 4 MEETINGS OF MEMBERS

4. Meetings of Members

4.1. Regular GAD

In accordance with section 4.4 hereof, the Board shall call a Regular GAD to be held bi-annually, alternating with the Alternate GAD; provided that, except in circumstances determined by the Board to be extraordinary, not more than 27 months shall pass between each Regular GAD. At each Regular GAD, in addition to any other business that may be transacted:

- 4.1.1. minutes of the previous Alternate GAD shall be approved;
- 4.1.2. reports from the Board shall be received;
- 4.1.3. a financial report shall be delivered;
- 4.1.4. the auditor shall be appointed;
- 4.1.5. the Corporation's current budget and action plan shall be presented;
- 4.1.6. Directors shall be elected;
- 4.1.7. Provisional BLS Association Members accepted by the Board shall be introduced as Association Members;
- 4.1.8. proposals from BLS Association Members shall be considered.

4.2. Alternate GAD

In accordance with section 4.4 hereof, the Board shall call an Alternate GAD to be held bi-annually, alternating with the Regular GAD, to be held in conjunction with the Chief Delegates meeting that year; provided that, except in circumstances determined by the Board to be extraordinary, not more than 27 months shall pass between each Alternate GAD. At each Alternate GAD, in addition to any other business that may be transacted:

- 4.2.1. minutes of the previous Regular GAD shall be approved;
- 4.2.2. reports from the Board shall be received;

- 4.2.3. a financial report shall be delivered;
- 4.2.4. the auditor shall be appointed;
- 4.2.5. the Corporation's current budget and action plan shall be presented;
- 4.2.6. Provisional BLS Association Members accepted by the Board shall be introduced as Association Members; and
- 4.2.7. proposals from BLS Association Members shall be considered.

4.3. Extraordinary GAD

- 4.3.1. The Board shall call an Extraordinary GAD at any time if so requested by one-fifth of the BLS Association Members. Such Extraordinary GAD shall be held within four months of the request. In addition, the Board may call an Extraordinary GAD at any time where it determines in its discretion that the matters to be discussed cannot await resolution at the next scheduled GAD. Notice of the time and place of an Extraordinary GAD shall be given to each Association Member not less than one month prior to the day on which the meeting is to be held and shall contain sufficient information in order to reasonably apprise the Association Members of the nature of the business to be transacted at such meeting. No other matters may be put before the Extraordinary GAD.
- 4.3.2. The Members may determine that an Extraordinary GAD be held entirely by means of an telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

4.4. Place of Meetings - A GAD/Alternate GAD shall be held on such day and at such time as the Board may by resolution determine at (i) any place within Canada as the Board may determine, or (ii) such place outside of Canada as may be agreed to by every Member entitled to vote at such GAD/Alternate GAD. At each GAD/Alternate GAD, a vote shall be taken on any proposed place outside of Canada for any future GAD/Alternate GAD and unanimous approval thereof shall constitute a binding agreement of the Members on which the Board may act. A Member who has submitted a bid to host a future GAD/Alternate GAD shall not be permitted to vote on the matter, shall leave the assembly prior to commencement of voting, and shall return after all votes have been cast.

4.5. Quorum - A quorum shall be deemed to be in existence at a GAD, if one or more Official Delegates representing one-fifth or more of all the BLS Association Members is in attendance in person or by proxy.

4.6. Persons Entitled to Be Present - The only persons entitled to attend a GAD shall be the following:

- 4.6.1. Official Delegates selected by each BLS Association Member, one of whom shall be designated as its Chief Delegate. Except as otherwise provided in this By-Law,

each Official Delegate shall be entitled to participate in all discussions at a GAD and to stand for election as a Director. The Chief Delegate shall cast the vote(s) on behalf of the Association Member in accordance with Art. 4.7 hereof; and shall act as the liaison between the Corporation and the BLS Association Member in respect of all correspondence and deliveries related to the GAD;

4.6.2. One Official Representative of each Group Member as selected by the Group Member shall be entitled to participate in all discussions at a GAD but shall not have the right to stand for election as a Director or to vote on any matter before a GAD other than a matter concerning a change to the Group Member's classification or status;

4.6.3. Members of BLS Association Members and Group Members (other than Official Delegates), each of whom shall be entitled to participate in all discussions at a GAD but shall not have the right to vote on any matter before a GAD;

4.6.4. Directors, each of whom shall be entitled to participate in all discussions at a GAD and stand for re-election but shall not have a right to vote on any matter before a GAD; and

4.6.5. Any other persons admitted on the invitation of the Chair and with the consent of the meeting.

4.7. **Voting** - Only the Chief Delegates of Association Members are entitled to vote, as follows:

Association Members in countries defined by the World Bank as low and middle income countries shall be entitled to: One vote.

Association Members in countries defined by the World Bank as high income countries whose membership number is less than 400 shall be entitled to: One vote.

Association Members in countries defined by the World Bank as high income countries whose membership number is between 400 and 17 000 shall be entitled to: Two votes.

Association Members in countries defined by the World Bank as high income countries whose membership number is over 17 000 shall be entitled to: Three votes.

4.8. **Votes to Govern** - Unless otherwise required by the By-Laws, every question before a GAD shall be determined by a majority of the votes duly cast on the question.

4.9. **Casting Vote** - In the event of a tie vote for the election of a Director, the vote shall be retaken with each Chief Delegate casting one vote and no other person voting on the matter. A vote on any other matter which results in a tie will be deemed to not have been carried.

4.10. **Notification of Intention to Vote** - Each BLS Association Member or Group Member that is not able to send one or more Official Delegates or an Official Representative respectively to a GAD (an "Absent Member") may (i) notify the President 24 hours or more prior to the GAD of its desire to vote by proxy; (ii) appoint

a Chief Delegate or another named individual as its proxy holder to vote all of the votes the Absent Member is entitled to cast; and (iii) set out the manner in which the Absent Member desires to vote on each matter to be put before the GAD. The notification shall be set out on the official stationary of the Absent Member and shall be signed by the secretary or another authorized officer of the Absent Member. If the chair of the GAD determines that the notification has not been given in due form or is ambiguous, no vote shall be cast with reference to such notification. An Absent Member may revoke its proxy at any time and may substitute a replacement proxy if it wishes; provided that the replacement proxy is received by the chair of the GAD 24 hours or more prior to the commencement of the GAD. At any GAD, no Chief Delegate or other named individual shall be entitled to act as proxy holder for more than one Absent Member.

- 4.11. **Show of Hands** - Subject to the provisions of Section 4.12, each motion put before a GAD shall be voted upon by a show of hands. Whenever a vote by show of hands shall have been taken upon a question, unless a vote by ballot is demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Official Delegates upon such question.
- 4.12. **Vote By Ballot** - All votes for the election of Directors shall be conducted by ballot. In addition, prior to or after the chair of a GAD calling for a vote on a question, an Official Delegate may demand a vote by ballot. A vote by ballot so demanded shall be taken in such manner as the chair of the meeting shall direct. A demand for a vote by ballot may be withdrawn at any time prior to the taking of the vote by ballot. Subject to the provisions of Section 4.9, upon a vote by ballot, each Official Delegate or Official Representative entitled to vote, present in person or represented by proxy, shall have one vote and the result of the vote by ballot shall be the decision of the Official Delegates upon the said question.
- 4.13. **Rules of Order** - Each GAD or Extraordinary GAD shall be governed by such rules of order as have then most recently been adopted by the Board or if none have been adopted, such rules of order as are approved at such meeting; provided that, in the event of a conflict between such rules of order and one or more provisions of the By-Laws, the provisions of the By-Laws shall prevail.

Section 5 - Board of Directors

5. Board of Directors

- 5.1. **Composition of Board of Directors** - From and after the first Regular GAD convened pursuant to this By-law, the Board shall be composed of seven Directors. The Past President shall also attend meetings of the Board but shall not cast a vote. The Board of Directors will biennially elect the President Elect and the President. Unless otherwise determined by the Board, the Past-President shall be the President from the preceding year, and the President shall be the Vice-President from the preceding year.

5.2. Nominations - One member of a BLS Association Member or a Provisional BLS Association Member, shall be eligible for nomination and election as a Director. In order to stand for election, such an individual must:

- 5.2.1. be nominated by one or more BLS Association Members and agree in writing to stand for election, four months or more prior to the date of the GAD at which such individual is to stand for election;
- 5.2.2. Nominating BLS Association Members must have “postmark” or email documented evidence of the date and format for when the nomination is sent;
- 5.2.3. Be a Locally Qualified Biomedical Laboratory Scientist or student;
- 5.2.4. Be a member of a BLS Association Member or a Provisional BLS Association Member which is in good standing;
- 5.2.5. be at least 18 years of age;
- 5.2.6. have the power under law to contract;
- 5.2.7. having regard to the term limit described in Section 5.3, be eligible to serve the full length of the term to which the individual is being elected; and
- 5.2.8. not be an un-discharged bankrupt; provided that if one or more nominations have not been received for the position of seven or more Directors, four months prior to the GAD at which they are to be elected, the Board of Directors shall be entitled to submit nominations for any such position, so long as such nominations are made by the Board of Directors at least two months prior to the GAD and so long as the nominees otherwise meet the requirements in paragraph (5.2.2.) to (5.2.7.) above.

A list of all duly nominated nominees shall be sent to the BLS Association Members at least two months prior to a Regular GAD. An individual may be nominated for the position of Director but may only be elected to one such position.

5.3. Term - Subject to the provisions of Section 5.1, each individual elected as a Director shall be elected for a term expiring at the next following Regular GAD. No individual may serve as a Director for more than three full consecutive terms excluding from such calculation any terms during which the Director was an officer of the Corporation. A Director who has served the maximum number of consecutive terms may be re-elected as a Director after an absence of two years.

5.4. Removal - Notwithstanding any other provision of this By-law, Board of Directors may at a special general meeting duly called for that purpose, remove a Director prior to the expiry of his or her term pursuant to a resolution approved by two-thirds of the votes cast where such Director has not attended three or more consecutive meetings of the Board of Directors or where the Director’s conduct has damaged the reputation of the profession of medical laboratory technologists or medical laboratory scientists.

The Director who is the subject of any such motion may speak to such motion but shall refrain from voting on it.

- 5.5. **Resignations** - Any individual may resign as a Director by delivering to the Corporation a written resignation. Any such resignation shall be effective at the date that the Director's resignation is received by the Corporation or at the time specified in the resignation, whichever is later.
- 5.6. **Vacancies** - Provided that a quorum of the Board of Directors is in existence, the Board of Directors shall have the power to fill any vacancies on the Board of Directors created by the resignation, death or removal of a Director upon providing notice of its intention to do so to the BLS Association Members and shall do so if at any time there are four or more vacancies.
- 5.7. **Powers** - Except as specifically provided in this By-Law, the Board of Directors will have all of the powers of the members of a corporation under the Act.
- 5.8. **Dues** - There shall be no dues or fees payable by the Board of Directors in their capacity as Directors.
- 5.9. **Transferability and Termination of Membership** - Membership in the Corporation shall not be transferable and shall automatically terminate upon the occurrence of any one of the following events:
- 5.9.1. upon such individual ceasing to be a Director;
 - 5.9.2. the removal of a Director in accordance with Section 5.4;
 - 5.9.3. the resignation of a Director in accordance with Section 5.5; and
 - 5.9.4. such Director ceasing to meet one or more of the qualification criteria set out in Section 5.2.2. to 5.2.7..

SECTION 6 - BOARD OF DIRECTORS MEETINGS

6. Board of Director Meetings

- 6.1. **Annual Meeting of the Board of Directors** - At least once every calendar year, the Board of Directors shall meet for the purpose of:
- 6.1.1. electing the President Elect and President, if required;
 - 6.1.2. approving the financial statements of the Corporation and the report of the Auditor thereon; and
 - 6.1.3. attending to any other business as may come before the Board as is within its purview.
- 6.2. **General Meetings of Board Members** - The Board or the President shall have the power to call, at any time, a meeting of the Board Members.

- 6.3. **Notice of Meetings of Board Meetings** - Notice of the time and place of all meetings of Board Members shall be given not less than 60 days before the day on which the meeting is to be held, to each Board Member who is entered in the books of the Corporation as a Board of Director at the close of business on the day preceding the day on which notice is given. The Auditor is entitled to receive all notices and other communications relating to any meeting of the Board of Directors that any Board of Director is entitled to receive.
- 6.4. **Requisition of Meeting** - The Board shall call a general meeting of the Board of Directors on written notice of 10% or more of the Directors.
- 6.5. **Content of Notice** - A notice of a meeting of the Board of Directors shall specify the purpose of or the business to be transacted at the meeting.
- 6.6. **Resolutions in Writing** - Notwithstanding any other provision of the By-Laws to the contrary, a resolution in writing signed by all of the Directors on that resolution is as valid as if it had been passed at a meeting of such Directors, provided that matters which are required by the Act to be dealt with at a meeting are excluded from this provision. Any such resolution in writing may be signed by counterpart and satisfies all the requirements of the By-Laws relating to meetings of the Board of Directors.
- 6.7. **Persons Entitled to be Present** - The only persons entitled to attend meetings of the Board shall be the Board Members and the Auditor. Any other persons may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting. For greater certainty, only the Board Members will have the right to vote and speak at such meetings although others present at such meetings shall be allowed to speak with the consent of the meeting.
- 6.8. **Rules of Order** - Each meeting of Board Members shall be governed by such rules of order as have then most recently been adopted by the Board or if none have been adopted, such rules of order as are approved at such meeting; provided that, in the event of a conflict between such rules of order and one or more provisions of the Act, the Letters Patent or the By-Laws, the provisions of the Act, the Letters Patent or the By-Laws shall prevail.
- 6.9. **Proxies** - Board Members shall not be entitled to vote by proxy at any meeting of the Board Members.
- 6.10. **Conduct of Meetings** - Unless otherwise provided for in this Article 6, the provisions of Sections 6.1 and 6.4 to 6.9 which apply to meetings of the Board shall apply to meetings of Committees as though all references therein to the Board and the Directors were to the Committee and the Committee Members, respectively, *mutatis mutandis*.

SECTION 7 - BORROWING POWERS AND BANKING

7. Borrowing Powers and Banking

7.1. **Borrowing** - The Board may from time to time:

7.1.1. borrow money upon the credit of the Corporation;

- 7.1.2. limit or increase the amount to be borrowed;
- 7.1.3. issue debentures or other securities of the Corporation;
- 7.1.4. pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
- 7.1.5. secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation; and
- 7.1.6. delegate to such one or more of the officers of the Corporation or Directors as may be designated by the Directors, all or any of the powers conferred by this Section 7.1 to such extent and in such manner as the Board shall determine at the time of each delegation.

7.2. Arrangements for Borrowing - From time to time, the Board may authorize any Director or officer of the Corporation to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional security for any monies borrowed or remaining due by the Corporation as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

7.3. Banking - The banking business of the Corporation shall be transacted with such banks, trust companies or other financial institutions as may, from time to time, be designated by or under the authority of the Board. Such banking business or any part of it shall be transacted under such agreements, instructions and delegations of powers as the Board may, from time to time, prescribe or authorize.

SECTION 8 - PROTECTION OF DIRECTORS AND OFFICERS

8. Protection of Directors and Officers

8.1. Limitation of Liability - Except as otherwise provided in the Act, no Director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director, officer, employee or agent of the Corporation or for joining in any receipt or act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be placed or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any of the moneys, securities or effects of the Corporation shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any loss, damage or misfortune occasioned by any error of

judgment or oversight on such Director's or officer's part, or for any other loss, damage or misfortune whatsoever, which may happen in the execution of the duties of such Director's or officer's office or in relation thereto unless the same are occasioned by such Director's or officer's own wilful neglect or wilful default.

8.2. Indemnity - Every Director and officer of the Corporation and his or her heirs, executors, 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:

8.2.1. all costs, charges and expenses whatsoever that such Director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office; and

8.2.2. all other costs, charges and expenses that such Director or officer sustains or incurs, in or about or in relation to the affairs of the Corporation;

except such costs, charges or expenses as are occasioned by his or her own wilful act, neglect, default, dishonesty or otherwise acting in bad faith.

8.3. Expenses Paid in Advance - Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation.

8.4. Other Remedies Available - The indemnification herein provided shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Letters Patent or the By-Laws or any agreement, vote of the Committee Members or disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding any office with the Corporation and shall continue as to an individual who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

8.5. Insurance - The Board may authorize the purchase and maintain insurance for the Directors and officers of the Corporation against any liability incurred by any Director or officer, in the capacity as a Director or officer of the Corporation, except where the liability relates to a person's failure to act honestly and in good faith with a view to the best interests of the Corporation. The cost of such insurance shall be paid for out of the funds of the Corporation.

SECTION 9 - OFFICERS

9. Officers

9.1. The officers of IFBLS shall be appointed biennially by the Board from among the Directors and shall include the President, the President Elect and the Past-President.

Unless otherwise determined by the Board, the President shall be the President Elect from the preceding term and the Past President shall be the President from the preceding term.

- 9.2. **President** - The president, if present, shall act as chair at each GAD and at all meetings of the Board and of the Management Committee. The President shall be an ex-officio voting member of all committees of the Board and shall have such other powers and duties as specified by the Board.
- 9.3. **President Elect** - The President Elect 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 upon him or her by the Board. The President Elect shall be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence, contract and other documents belonging to the Corporation, except when some other officer or agent has been appointed for that purpose.
- 9.4. **Past President** - The powers and duties of the Past President shall be as may be determined by the Board from time to time.
- 9.5. **Variations of Powers and Duties** - The Board may, from time to time, and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer of the Corporation.
- 9.6. **Remuneration of Officers** - The officers of the Corporation shall be paid such remuneration for their services provided to the Corporation as the Board may from time to time determine, except that no such officer who is also a Director shall be entitled to receive remuneration for acting as such. The remuneration of any employees or agents shall be such as the terms of their engagement call for or as the Board may specify.
- 9.7. **Agents and Attorneys** - The Corporation, by or under the authority of the Board, shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit.

SECTION 10 - COMMITTEES

10. Committees

- 10.1. **Committees** - The Board shall constitute from time to time the following committees:
- 10.1.1.a Management Committee;
 - 10.1.2.a Membership Committee;
 - 10.1.3.a Scientific Committee;
 - 10.1.4.a Development Committee;

- 10.1.5. such other standing or ad hoc committees as it determines appropriate from time to time.
- 10.2. **Composition** - Subject to Sections 10.5, 10.6, 10.7 and 10.8, the composition of all Committees (including the designation of the chair and vice-chair of each such Committee) shall be as determined by the Board from time to time.
- 10.3. **Removal** - The Directors may, by resolution passed by at least two-thirds of the votes cast at a Board meeting of which notice specifying the intention to pass such resolution has been given, remove any individual as a member of a Committee and may, by a majority of votes cast at that meeting, appoint any person to such Committee in the place of the individual who has been removed for the remainder of the term of such individual.
- 10.4. **Remuneration** - Committee members shall not, directly or indirectly, receive any profit or remuneration for acting as such but shall be entitled to be compensated for reasonable expenses incurred by them in the performance of their duties in the course of transacting affairs on behalf of the Corporation.
- 10.5. **Management Committee** - The Management Committee shall be comprised of the three officers of the Corporation. The Management Committee will have the power to make decisions regarding the management and administration of the Corporation and monitor the implementation of such decisions.
- 10.6. **Membership Committee** - The Membership Committee shall be comprised of such number of Directors as is determined by the Board from time to time. The Membership Committee shall make recommendations to the Board regarding applications for recognition of Association Members and other matters pertaining to the growth of the number of Association Members.
- 10.7. **Scientific Committee** - The Scientific Committee shall be comprised of such number of Directors and other individuals as is determined by the Board from time to time; provided that at least 50% at all times shall be Directors. The Scientific Committee shall be responsible for:
- 10.7.1. promoting scientific standards and for developing special interest groups in the various branches of the biomedical sciences; and
- 10.7.2. providing support to the World Health Organization Liaison Officer and the Clinical Laboratory Standards International Liaison Officer (or their successors) regarding scientific matters of relevance to biomedical scientists.
- 10.8. **Development Committee** - The Development Committee shall be comprised of such number of Directors and other individuals as is determined by the Board from time to time; provided that at least 50% at all times shall be Directors. The Development Committee shall be responsible for identifying development projects which call for biomedical experience or expertise in resource limited countries and for establishing cooperation between leaders of those projects and Association Members who are able to use their biomedical skills to assist with those needs. The

committee supports the World Health Organization Liaison Officer (or its successor) in such development matters.

SECTION 11 - NOTICE

11. Notice

11.1. **Procedure for Sending Notices** - Unless otherwise specifically provided for herein, whenever notice is required to be given under the Act or the By-Laws, notice shall be deemed to have been sufficiently given if sent in writing to the last address recorded on the books of the Corporation:

11.1.1. for each BLS Association Member, Group Member or Provisional BLS Association Member, addressed to the attention of the President or other senior officer; and

11.1.2. Director or Officer of the Corporation, to the last address recorded on the books of the Corporation;

and delivered in person or sent by mail or sent by electronic means of sending messages to any person who has consented in writing to receive notice by such method, including electronic mail or facsimile transmission, which produces a paper record of notice sent. Notice shall not be sent by mail if there is any general interruption of postal services in the place in which or to which it is mailed. Each notice so sent shall be deemed to have been received on the day it was delivered or sent by electronic means or on the fifth Business Day after it was mailed. Each Association Member, Board Member or other person referred to above, may change its address for notice (or the person to whom such notices are to be directed) by delivering a notice to that effect to the Corporation.

11.2. **Undelivered Notices** - If any notice given to a person pursuant to Section 11.1 is returned on two consecutive occasions because such person cannot be found, the Corporation shall not be required to give any further notice to such person until such person informs the Corporation in writing of such person's new address.

11.3. **Computation of Time** - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

11.4. **Meetings without Notice** - A meeting of the Board or any committee of the Board may be held at any time or place without notice if all of the individuals entitled to be present are present in person, or if those who are not present, either before or after the meeting, waive notice or otherwise consent, in writing or by facsimile or other means of recorded electronic communication addressed to the Corporation, either before or after the meeting, to such meeting being held and at such meeting any business may be transacted which could have been transacted at such meeting, provided that a quorum of members is present.

11.5. **Error or Omission in Notice** - No error or omission in giving notice of any meeting of the Association Members, the Board or any committee of the Board, shall

invalidate such meeting or invalidate or make void any resolutions passed or proceedings taken at such meeting.

- 11.6. **Evidence of Sufficiency of Notice** - A statutory declaration of the President or of any other person authorized to give notice of a meeting or a GAD that notice has been given pursuant to these By-Laws shall be sufficient and conclusive evidence of the giving of such notice.

SECTION 12 - AUDITOR

12. Auditor

- 12.1. **Auditor** - At each GAD, the Members shall appoint one or more auditors to hold office until the close of the next GAD, and, if an appointment is not so made the Auditor in office will continue in office until a successor is appointed. The Directors may fill any casual vacancy in the office of Auditor, but while the vacancy continues, the surviving or continuing Auditor, if any, may act. A person other than a retiring auditor is not capable of being appointed Auditor at a GAD unless the notice requirements of the Act have been met.
- 12.2. **Responsibilities** - The responsibilities of the Auditor shall be:
- 12.2.1. to audit the financial statements of the Corporation; and
 - 12.2.2. to report to the Members at each annual meeting on whether the financial statements of the Corporation are fairly presented in accordance with generally accepted accounting principles.
- 12.3. **Qualification** - The Auditor shall not be a Director, officer or employee of the Corporation or associated with a Director, officer or employee of either the Corporation or an affiliated corporation, unless the Board has unanimously consented.
- 12.4. **Remuneration** - The remuneration of the Auditor shall be fixed by the Board if it is authorized to do so by the Members.

SECTION 13 - EXECUTION OF DEEDS

13. Execution of deeds

- 13.1. **Signatories** - The following are the only persons authorized to sign any document on behalf of the Corporation (other than in the usual and ordinary course of the Corporation's business):
- 13.1.1. any two Directors or officers of the Corporation, provided that no individual shall execute, acknowledge, or verify any instrument in more than one capacity; or
 - 13.1.2. any individual or individuals appointed by resolution of the Board to sign a specific document or that type of document or generally on behalf of the Corporation.

Any document so signed shall be binding upon the Corporation without further authorization or formality and may, but need not, have the corporate seal applied.

- 13.2. **Facsimile Signatures** - The signature of any individual authorized to sign on behalf of the Corporation, may, if specifically authorized by resolution of the Board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced. Anything so signed while the individual had the ability to bind the Corporation shall be as valid as if it had been signed manually, even if that person has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

SECTION 14 - AMENDMENT OF BY-LAWS

14. Amendment of by-laws

- 14.1. **Procedure** - This By-Law may be repealed or amended by a by-law enacted by a majority of Directors at a meeting of the Board and confirmed by special resolution of the Members and by at least two-thirds of the votes cast at a GAD.
- 14.2. **Repeal of Former By-Laws** -The Board may repeal one or more By-laws by passing a By-law that contains provisions to that effect (subject to, for greater certainty, the provisions of Section 14.1).
- 14.3. **Effect of Repeal of By-Laws** - The repeal of any By-Law in whole or in part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred hereunder prior to such repeal. All Directors, officers and other persons acting under any By-Law repealed in whole or in part shall continue to act as if elected or appointed under the provisions of this By-Law.

Enactment - This by-law shall come into force and effect on the date upon which it has been confirmed by the Members and approved by the Minister of Industry. Upon this by-law coming into force and effect, By-Law Number 1 of the Corporation made on August 21, 2012 shall hereby be repealed.

SCHEDULE "A"

To By-law No. 1 of the

International Federation of Biomedical Laboratory Science

Association Members in Countries defined by the World Bank as low income Countries pay \$300 CAD

Association Members in Countries defined by the World Bank as middle income Countries pay \$375 CAD

Association Members in Countries defined by the World Bank as high income Countries and with less than 250 members pay \$450 CAD

Association Members in Countries defined by the World Bank as high income Countries with 251 - 400 members pay \$500 CAD

Association Members in Countries defined by the World Bank as high income Countries with 401-8000 members pay a unit fee per member of \$1.25 CAD

Association Members in Countries defined by the World Bank as high income Countries with 8,000-11,000 members pay an annual fee of \$8,500 CAD

Association Members in Countries defined by the World Bank as high income Countries with 11,001-14,000 members pay an annual fee of \$9,500 CAD

Association Members in Countries defined by the World Bank as high income Countries with 14,001-17,000 members pay an annual fee of \$10,500 CAD

Association Members in Countries defined by the World Bank as high income Countries with 17,001-20,000 members pay an annual fee of \$11,500 CAD

Association Members in Countries defined by the World Bank as high income Countries with more than 20,001 members pay an annual fee of \$12,500 CAD

¹ <http://data.worldbank.org/about/country-classifications>

² June 19th 2012: 1,25CAD = 0,77Euro; 1,25CAD = 0,97US Dollar; 1,25CAD = 77Yen; 1,25CAD = 0,62GBP; 1,25 CAD = 7,55HGD