

**CONSTITUTION AND BY-LAWS  
OF  
THE CLINICAL ENGINEERING SOCIETY OF ONTARIO (CESO)  
INCORPORATED  
(As amended November 2011 )**

**Mission Statement**

The Clinical Engineering Society of Ontario (CESO), is dedicated to ensuring that clinical engineering services provided by its members in the Province of Ontario are delivered in a safe and ethical manner, and to represent, advocate and advance the professional interests of Clinical Engineers and Biomedical Engineering Technologists and Technicians in the Province of Ontario.

**Role of CESO**

The role of the Clinical Engineering Society of Ontario (CESO), is to serve the following purposes for the professions of Clinical Engineering and Biomedical Engineering Technologists and Technicians (the "Professions"):

1. Support members in their roles in supporting the safe and effective use of technology in the healthcare system in Ontario.
2. Encourage the professional growth of the Professions by developing and providing educational and other extra-curricular opportunities.
3. Promote the Professions in the Province of Ontario, in Canada and in the international community.
4. Represent the voice of the Professions in a consistent and professional manner.
5. Interact with the Canadian Medical and Biological Engineering Society (CMBES), especially the Professional Affairs Chair, to promote the professional interests of the Society, especially in concern to certification, standards of practice, and peer review.

**Objects of the CESO Corporation**

The establishment and operation of a professional association of Engineers, Technologists and Technicians working in healthcare in Ontario for the purposes of:

1. Uniting the members of the Association, protecting the character and status of their professions and promoting ethical practice.
2. Encouraging the professional growth of the members of the Association by developing and providing educational and networking opportunities for the purpose of sharing best practices.
3. Promoting the above Professions in the Province of Ontario, in Canada and in the international community.
4. Representing the voice of the members of the Association in a consistent and professional manner.

And such other complementary purposes not inconsistent with these objects

**BY-LAWS**

**1. BY-LAW 1. In these By-laws:**

(a) "Society" means the Clinical Engineering Society of Ontario (CESO).

- (b) "Executive" means the Executive Committee of the Society.
- (c) "President" means the President of the Society.
- (d) " Secretary " means the Secretary of the Society.
- (e) "Assistant Secretary" means the Assistant Secretary of the Society.
- (f) "Treasurer" means the Treasurer of the Society.
- (g) "Chairperson" means the Chairperson of a Committee.
- (h) "Member" means a Member of the Society of voting rank.

## 1.1 LOCATION

The head office of the Society shall be located in the City of Toronto, in Ontario, or at Such other place as may be designated from time to time by the Executive. This Head office shall be designated as the Society's Secretariat.

## 1.2 CESO Membership

1.2.1 Any person who:

- 1.2.1.1 By profession, occupation, training, or interest subscribes to the interests of the Society; or
- 1.2.1.2 Has submitted an application to become a subscriber to the CESO email list server; or
- 1.2.1.3 Attends the annual conference

Is eligible for membership in the society

1.2.2 There shall be three membership categories as follows:

1.2.2.1 Voting member:

You qualify to vote at executive meetings and the Annual General Meeting and to stand for executive positions if you have participated in the current year's annual conference as a full registrant, and have some recognized professional credential such as CET, CBET, P.Eng, or CCE. You must live and work in the province of Ontario.

1.2.2.2 Student Member

You are following a course of study or training related to the field of clinical engineering. You pay reduced fees to attend the annual conference. You have no voting privileges.

1.2.2.3 Affiliate member

You have subscribed to the CESO email list but have not attended the most recent annual conference. You do not have voting privileges.

All members of CESO are entitled to a number of benefits, including:

- Full access to the CESO Internet Home Page and its services, including the On-Line discussion forum.
- Representation on matters of interest to the CMBES and other professional bodies.
- Inquiries regarding Membership of CESO and membership application forms may be e-mailed to CESO at: [chair@ceso.on.ca](mailto:chair@ceso.on.ca)

## 1.3 MEETINGS

1.3.1 General meetings

A General Meeting of the Society shall be held at every conference, at such place and at such time as the Executive may determine. The following items of business shall be dealt with at each General Meeting:

- 1.3.1.1 The approval of Minutes of the last General Meeting or meetings and any Special General Meetings held during the year.
  - 1.3.1.2 Business arising from the Minutes.
  - 1.3.1.3 Report of the President.
  - 1.3.1.4 Report of the Treasurer.
  - 1.3.1.5 New business.
- 1.3.2 A Special General Meeting of the Society may be convened by order of the President or Vice-President or by a Resolution of the Executive, or on written or electronic request for such a meeting addressed to the Secretary and signed by not fewer than twenty (20%) percent of the voting members of the Society. Any such request shall set forth the purpose for which the meeting is to be called. Notices to the membership calling a Special General Meeting shall clearly state the intended purpose of the meeting and no other business shall be transacted at such meetings.
- 1.3.3 Electronic notification of the General Meeting or of a Special General Meeting shall be sent at least three (7) days prior to the date of such meeting to each voting member at his/her address shown on the Register of the Society, or if no address be given therein, to the last address of such member known to the Secretary; provided always, that a meeting of the Members may be held for any purpose at any time and at any place without notice if all the members entitled to have notice of such meetings are present, or if all absent members shall have signified their consent in writing to such a meeting being held. Notice of any meeting or irregularity in a meeting or in the notice thereof, may be waived by any Member. Such notice shall clearly set forth the place, date and hour of the meeting.
- 1.3.4 Only voting members shall be entitled to vote at all meetings of the Society.
- 1.3.5 At the General Meeting, or at a Special General Meeting of the Society, all questions shall be decided by a majority vote cast by the Voting Members present thereat in person. All voting shall be by a show of hands. In the event of a tie vote, the Chairperson shall have a casting vote.
- 1.3.6 Questions relating to procedure at meetings of the Executive and of the Society shall be decided by reference to the latest edition of Robert's Rules of Order.

## **1.4 EXECUTIVE**

- 1.4.1 The affairs of the Society shall be managed by an Executive. Such affairs shall include, without limiting the generality thereof, the management, direction and administration of the business and finances of the Society, and the Executive may exercise such powers and do all such acts and things as may be exercised or done by the Society and which are not required to be done by the Society as a whole. Decisions of the Executive shall be approved by a simple majority.
- 1.4.2 The Executive shall consist of the President, the Secretary, the Assistant secretary, the Treasurer and the Chief information officer.
- 1.4.3 The Executive shall be elected for a five (5) year term by the members of the Society.
- 1.4.4 Where there is a vacancy in the Executive for any reason, the remaining elected members of the Executive shall appoint a member of the Society to fill the vacancy, and such appointee shall hold office for the balance of the remaining term of the vacating member of the Executive.
- 1.4.5 All members of the Executive shall be elected by electronic mail ballot as specified in Section 1.10, By-law 1 of the Society.

- 1.4.6 No elected member of the Executive shall hold the same office for more than four (4) consecutive terms.
- 1.4.7 The Executive shall have the power to appoint such committees as may be deemed necessary to carry out the business of the Society, including Standing Committees, and each committee shall submit a report to the Executive not less than thirty (30) days prior to the next General Meeting.
- 1.4.8 The Executive shall decide all policy matters concerning the Society's conferences, workshops and seminars etc, including joint conferences of international, inter-society and other types. In general, the responsibility for individual conferences will be delegated by appointment of a General Chairperson.
- 1.4.9 The Past-President shall be a member of the Executive. This shall be for the purpose of consultation and continuity, and will include voting privileges.

## **1.5 DUTIES OF OFFICERS**

- 1.5.1 The President shall act as chairperson of all meetings of the Executive and the General Meeting and Special General Meetings of the Society. He/she may vote only to decide a question on which votes are tied.
- 1.5.2 The Secretary shall be vested with all the powers and perform all the duties of the President in the absence or disability or refusal to act of the President, together with such other powers and duties, if any, as may from time to time be assigned to him/her by the Executive.
- 1.5.3 The Assistant Secretary shall issue or cause to be issued notices for all meetings of the Executive and the Society when directed to do so, have charge of the minute books of the Society and record and maintain minutes of the Executive and all meetings of the Society: sign with the President or other signing officers of the Society such instruments as require his/her signature and shall perform such other duties as the terms of his/her engagement or this by-law call for, or the Executive may from time to time properly require of him/her.
- 1.5.4 The Treasurer shall have the care of all funds and securities of the Society, and shall direct the deposit of same in the name of the Society in such bank or banks or with such depository or depositories as the Executive may direct. He/she shall at all reasonable times exhibit his/her books and accounts to any member of the Executive upon application at the office of the Society or the place of business of the Treasurer during regular business hours. He/she shall be responsible for the preparation and maintenance of the financial records which clearly show from whom all income has been received and to whom and for what reason all disbursements have been made.
- 1.5.5 The Chief information officer shall be responsible for managing the email list and keeping the web page ([ceso.on.ca](http://ceso.on.ca)) up to date.
- 1.5.6 No member of the Executive shall receive any remuneration for his/her services.
- 1.5.7 Reasonable out-of-pocket expenses, when properly substantiated, may be paid to a member of the Executive at the discretion of the Executive, and to any member who attends Executive meetings or who acts on behalf of the Society away from his usual place of residence.
- 1.5.8 The Office of an Officer shall automatically be vacated:

- 1.5.8.1 if the Officer resigns his office by delivering a written resignation to the Secretary or President of the Society;
- 1.5.8.2 if the Officer is found lunatic or becomes of unsound mind;
- 1.5.8.3 if the Officer becomes bankrupt or insolvent;
- 1.5.8.4 if at a Special General Meeting of Members, a resolution is passed by three-quarters (3/4) of the members present at the meeting, that he/she be removed from office;
- 1.5.8.5 on the death of the Officer.

Provided that if any vacancy shall occur for any reason contained in this paragraph, the Executive may by resolution, fill the vacancy with a person in good standing on the books of the Society.

## **1.6 APPOINTED COMMITTEES**

- 1.6.1 Appointed Committees shall consist of a Chairperson appointed by the Executive plus one or more additional members selected by the Chairperson from the membership. They are responsible to the Executive to carry out the particular assignment of that Committee.
- 1.6.2 No member of an Appointed Committee shall receive any remuneration for his/her services.
- 1.6.3 Reasonable out-of-pocket expenses, when properly substantiated, shall be paid to a member of an Appointed Committee, at the discretion of the Executive.
- 1.6.4 Appointed Committees may be dissolved at the discretion of the Executive.

## **1.7 ADJOURNMENT OF MEETINGS**

The Chairperson may, with the consent of any meeting of the Society, adjourn the same from time to time, and no prior notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any re-convened meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling same.

## **1.8 QUORUM OF MEETING**

Three (3) members present shall be a quorum of any meeting of members of the Society for the choice of Chairperson and the adjournment of the meeting. For all other purposes, a quorum for any meeting shall be not less than ten (10%) percent of the voting members of the Society. No business shall be transacted at any meeting unless the quorum is present at the commencement of the business.

## **1.9 MEETINGS OF THE EXECUTIVE**

- 1.9.1 Meetings of the Executive shall be convened by the President on his/her own initiative; or by the President on a request in writing signed by not fewer than three (3) members of the Executive.
- 1.9.2 If the President does not proceed to cause an Executive meeting to be held within fourteen (14) days from the date of his/her receipt of a written request from three (3) or more members of the Executive, as provided for in the immediately preceding paragraph, any three (3) members of the Executive may themselves convene a meeting, but any meeting so convened shall not be held more than two (2) months from the date of the deposit of the request with the President. Any meeting convened by the three (3) members of the Executive under the provision of this section shall be convened in the same manner, as nearly as possible, as that in which meetings are convened by the President.
- 1.9.3 The time and place of the Executive meetings shall be determined by the President or by the members of the Executive who call the meeting.
- 1.9.4 A quorum of the Executive shall consist of a simple majority.
- 1.9.5 If any member of the Executive is unable to attend a meeting of the Executive he/she shall so inform the Secretary prior to the meeting.

- 1.9.6 If any elected member of the Executive absents himself/herself without the approval of the Executive from three (3) consecutive meetings of the Executive of which he/she receives due notice, the Executive may declare his/her seat to be vacant.

## **1.10 ELECTIONS**

- 1.10.1 The new Executive shall be presented at the first General Meeting following an election.
- 1.10.2 A Nominating Committee Chairperson shall be appointed at the first meeting of the new Executive, to serve for the ensuing two (2) years. The Nominating Committee shall consist of three members of the Society, one of whom shall be the Chairperson. The other two members shall be selected by the Chairperson from the members at large and shall be subject to the approval of the Executive. The Executive shall fill any vacancies which may occur in this Nominating Committee.
- 1.10.3 The time schedule for election procedures is as follows:
- 1.10.3.1 Approximately one month prior to the General Meeting to be held in an election year, the Nominations Chairperson shall issue a call for nominations.
  - 1.10.3.2 Two weeks prior, a second call should be issued.
  - 1.10.3.3 The Chairperson shall collect biographies and statements from each nominee and prepare a ballot. The ballot shall be presented to the membership during the General Meeting.
  - 1.10.3.4 Voting shall be by electronic ballot.
  - 1.10.3.5 Ballots shall be returned not later than one month after this General Meeting.
  - 1.10.3.6 The successful candidates shall be announced within one week of the close of voting.
  - 1.10.3.7 The Nominating Committee shall prepare a list of nominees, to be included on the ballot with the nominees received from the membership. The Committee's candidates shall not be identified in any way.
  - 1.10.3.8 Any nominations shall be signed by at least two (2) members of the Society and the nominee must signify his/her consent to the nomination in writing.
  - 1.10.3.9 For a nominee to be eligible for more than one office, he/she is required to state an order of preference for the offices.
  - 1.10.3.10 In the case of a tie of votes for any office or position, the Nominations Chairperson shall cast the deciding vote.
  - 1.10.3.11 Any objection to the election as announced shall be valid only if made after the announcement and a proper request for recount will then be in order. If such a request is supported by ten (10) members, the chairperson shall appoint a ballot recounting Committee of five (5) members who shall forthwith recount all the ballots. Candidates may be present or represented at such recounts. Such recounts shall be final and binding. On completion of the recount the results shall be communicated in writing to the Nominations Chairperson, who shall prepare the announcement for the members and present the new Executive at the General Meeting.

## **1.11 FEES**

- 1.11.1 Operations of the Society will be financed through income from conferences and other sources, including, without limiting the generality of the foregoing, gifts, donations, and grants.
- 1.11.2 Other than conference registration fees, the society will not charge members any membership fee.

## **1.12 FINANCIAL**

- 1.12.1 The execution of all documents and the signing of all cheques in connection with the administration of the Society shall be done only by such person or persons who are

authorized to do so by the Executive. All cheques will require the signatures of two directors.

- 1.12.2 All monies received by or on behalf of the Society shall be deposited with a Chartered Bank, or Trust Company.
- 1.12.3 All disbursements of funds of the Society shall be by cheque of which there shall be a record kept.
- 1.12.4 The fiscal year of the Society shall end on the 30th of April in each year.
- 1.12.5 The Treasurer shall present a statement of the financial status of the Society at the General Meeting.
- 1.12.6 The books of the Society may be examined by any member of the Executive.

## **1.13 AMENDMENTS TO BY-LAWS**

- 1.13.1 Proposed additions to, amendments to, or rescinding of the by-laws shall be submitted:
  - 1.13.1.1 by the Executive, or
  - 1.13.1.2 by petition of at least ten (10%) of the voting members of the Society; to the members at the General Meeting or at a Special General Meeting.
  - 1.13.1.3 Any amendment to, rescission of, or addition to by-laws shall be effective when ratified by the vote of two-thirds (2/3) of the members entitled to vote and present at the General Meeting or at a Special General Meeting of the Society. The Chairperson shall not vote except to cast a tie-breaking vote.
  - 1.13.1.4 Such changes may also be ratified by electronic vote to be completed within sixty days. Acceptance shall require approval of two-thirds (2/3) of those responding within the sixty day period.

## **1.14 COMMITMENTS**

- 1.14.1 No member of the Society shall incur personal liability in respect to commitments of the Society, nor shall membership commit a member to more than payment of the applicable annual subscription.
- 1.14.2 The Executive shall be empowered to make suitable arrangements for cooperation with other groups sharing mutual or common interests.
- 1.14.3 Affiliations with other national or international bodies must be approved by the membership as specified in the by-laws.

## **1.15 DISSOLUTION**

A decision to dissolve the Society must be taken at a General Meeting or by electronic ballot (to be completed within sixty (60) days) if necessary. Acceptance shall require approval of two-thirds (2/3) of those present at the General Meeting, or of those responding within the sixty (60) day period.

Original Bylaws ENACTED 23rd day of May 2003.  
Proposed Amendment 11th day of November 2011.