

Canadian Healthcare Engineering Society (CHES)

Bylaws

Adopted by the Members on September 22, 2026 during the CHES AGM.

Supersedes all prior bylaws of the Society upon coming into force.

Article 1: Name

1.1 The organization shall be known as the Canadian Healthcare Engineering Society (the “Society” or “CHES”).

Article 2: Objectives

2.1 The purposes of the Society are to:

2.1.1 promote, develop and disseminate healthcare engineering knowledge and practice;

2.1.2 facilitate the exchange of expertise across Canada;

2.1.3 advance integrated design and collaboration among professions;

2.1.4 foster efficient management of operations, maintenance, fire protection and safety of healthcare facilities and systems;

2.1.5 collaborate with national and international organizations with aligned purposes;

2.1.6 provide education and professional development opportunities;

2.1.7 formulate and communicate advice to governments and the public on healthcare engineering matters.

Article 3: Definitions

3.1 In these Bylaws, unless the context otherwise requires:

3.1.1 “**Act**” means the Canada Not-for-profit Corporations Act, S.C. 2009, c. 23, as amended from time to time, and the regulations made under it.

3.1.2 “**Articles**” means the Society’s articles of continuance, as amended from time to time.

3.1.3 “**Board**” means the board of Directors of the national Society consisting of the Executive Officers and the Chapter Chairs. Also referred to as the Board of Directors.

3.1.4 “**Bylaw**” means this Bylaw of the Society as amended from time to time.

3.1.5 “**Chapter**” means a local organization comprised of CHES members representing a province, territory or geographic region recognized by the Board.

3.1.6 “**Director**” means an individual who is a member of the Society’s Board, inclusive of the Executive Officers who are also Directors.

3.1.7 “**Executive Officers**” means the President, Vice-President, Secretary, Treasurer, Immediate Past President, and Executive Director (ex officio, non-voting). Also referred to as Executive. The Executive Officers are also Society Directors, and members of the Society Board.

3.1.8 “**Healthcare Facility**” includes a site, group or region which may include facilities providing outpatient diagnosis and treatment services, specialty inpatient centres, residential and long-term care facilities, research and testing facilities where medical procedures are performed, community-based and ambulatory care, and healthcare related support services or healthcare research facilities.

3.1.9 “**Meeting of Members**” includes an annual meeting of members (AGM) and any special meetings of members.

3.1.10 “**Ordinary Resolution**” means a resolution passed by a majority of not less than 50% + 1 of the votes cast.

3.1.11 “**Special Resolution**” means a resolution passed by at least two-thirds (2/3) of the votes cast.

3.1.12 “**Proposal**” means a proposal submitted by a member of the Society that meets the requirements of the Act.

3.1.13 “**Electronic Means**” includes teleconference, videoconference, or any secure electronic communication technology that permits all participants to communicate adequately with one another.

3.1.14 “**Member**” means an individual or organization admitted in accordance with Article 4.

3.1.15 “**Voting Member**” means a Member with voting privileges under these Bylaws.

3.2 Context. Unless the context indicates otherwise, words importing the singular include the plural and vice versa; words importing gender include all genders; and “including” means “including without limitation.”

Article 4: Membership

4.1 Eligibility. Membership is open to individuals active or related studies, in the delivery of healthcare engineering including administration, planning, design, construction, operations, maintenance, or other related healthcare disciplines, who support the Society’s Objectives.

4.2 Admission. Membership becomes effective upon approval by the Executive Director or designate and receipt of applicable dues.

4.2.1 In cases where eligibility is unclear, the Board may consider factors including primary employer, scope of responsibility, degree of assignment to a specific Healthcare Facility, and potential conflicts of interest.

4.2.2 The Board is given authority to determine and confirm membership classification in accordance with these Bylaws.

4.3 Classes of Membership. The Society shall have the following seven classes of membership:

4.3.1 Regular Member: An individual actively and directly employed by or providing the exclusive service described in 4.1 to a Healthcare Facility and as further defined by CHES policy.

4.3.1.1 Regular Members have voting rights.

4.3.1.2 Regular Members may be elected or appointed to Board positions, subject to eligibility criteria in these Bylaws.

4.3.2 Associate Member: An individual who provides services or products to multiple healthcare facilities or systems on a non-exclusive basis, is not employed, primarily assigned or embedded within the operation of a specific Healthcare Facility or defined group of facilities and as further defined by CHES policy.

4.3.2.1 Associate Members have voting rights.

4.3.2.2 Associate Members may not be elected or appointed to Board positions including Directors, Executive Officers, or Chapter Chairs.

4.3.3 Student Member: A person enrolled in a relevant program of study or training and is interested in the healthcare engineering field.

4.3.3.1 Student Members have no voting rights.

4.3.3.2 Student Members may not hold governance positions.

4.3.4 Corporate Associate Member: An organization aligned with the Society’s objectives and providing services as defined under Associate Member can have several of

its employees join as a group as a Corporate Associate Member. Board policy will determine the allowable number of staff that can join under one corporate membership.

4.3.4.1 A corporation shall designate one of its members as its designate (representative) and may change such designation by written notice to the Society.

4.3.4.2 A Corporate Membership has voting rights, to be exercised by an individual designated by the organization.

4.3.4.3 The non-designates of a Corporate Membership have no voting rights.

4.3.4.4 Corporate Associate Members and their designates are considered Associate Members and as such may not be elected or appointed to Board positions or as a Chapter Chair.

4.3.5 **Honorary Member:** An individual who has substantially contributed to the Society may be granted Honorary Membership upon approval of the Board.

4.3.5.1 Honorary Members have no voting rights.

4.3.5.2 Honorary Members may not be elected or appointed to Board positions including Directors, Executive Officers or Chapter Chairs.

4.3.6 **Emeritus Member:** An individual who has been an active Regular, Associate, or Lifetime Member for at least five (5) years and has retired from active work as per 4.1. Emeritus Members pay no dues.

4.3.6.1 Emeritus Members have voting rights.

4.3.6.2 Emeritus Members may not be elected or appointed to Board positions.

4.3.6.3 Emeritus Members may be elected or appointed as Committee members or to a Chapter Board or Chapter committee roles, other than the Chapter Chair role);

4.3.6.4 A Member who becomes Emeritus while holding

4.3.6.4.1 an Executive Officer position may continue until the next AGM, or

4.3.6.4.2 a Board Director position as a Chapter Chair representative, until the next AGM of the Chapter, after which the position becomes vacant.

4.3.7 **Lifetime Member:** A Regular, Associate, or Emeritus Member may be recognized by the Board for outstanding achievement to the Society.

4.3.7.1 Lifetime Members retain the voting rights of their underlying membership category.

4.3.7.2 Lifetime Members may only hold Board positions including Directors, Executive Officers or Chapter Chairs if their underlying membership category permits.

4.4 **Good Standing.** A Member is in good standing if dues are paid and the Member is not under suspension or subject to disciplinary action.

4.5 Change of Category. A Member who no longer meets eligibility for their current Membership category shall immediately notify the Society. The Board shall establish policies governing timing and effect of changes regarding the timing of change of Membership category and handling of associated dues.

4.6 Resignation. Upon loss of eligibility to be a Member as per 4.1 requires that the individual resign their Membership by delivering a written resignation informing the Society.

4.7 Termination. Membership terminates upon death, dissolution (for Corporate Members), non-payment of dues, or expulsion for cause in accordance with policy and the Act.

4.8 Discipline. A Member who contravenes the Society's Code of Ethics may be disciplined or expelled after review by the Membership Committee and confirmation by the Board. The procedures shall comply with the requirements of the Act, including notice and an opportunity for the Member to be heard by the Committee and/or Board.

4.9 Non-transferability. Membership is not transferable to another individual.

4.10 Transferable Corporate Memberships. Individuals named in a Corporate Associate Membership can be transferred.

Article 5: Dues

5.1 Dues. Annual dues for each membership category shall be set from time to time by the Board and published in policy.

5.2 Property of the Society. All dues are the property of the Society and shall be allocated in accordance with the Board-approved budget.

5.3 Non-Refundable. Dues are non-refundable, including where a Member resigns or membership terminates for loss of eligibility.

5.4 Non-Payment. A Member who is in arrears in payment of dues as of the membership renewal date ceases to be a Member and shall forfeit membership benefits until payment is received, all in accordance with policy set by the Board.

Article 6: Governance and Board

6.1 Authority. The Board is responsible for the stewardship, business, and affairs of the Society, subject to the Act, the Articles, and these Bylaws.

6.2 Composition. The Board shall consist of the Executive Officers and the Chairs of each recognized Chapter (or a delegated Regular Member by the Chapter), serving together as

the Directors. At the AGM, the Board of Directors shall be ratified by the membership to be the Directors of the Society.

6.3 Qualifications. All Directors must be Regular Members in good standing.

6.4 Executive Officers. The Executive Officers are the President, Vice-President, Secretary, Treasurer, Immediate Past President, and the Executive Director (ex officio, non-voting). At the Board Meeting immediately after the AGM, the Board shall ratify the Executive Officers to be the Officers of the Society.

6.5 Terms of Office.

6.5.1 The Secretary and Treasurer are elected by the Members for a two (2) year term and may serve no more than two (2) consecutive terms in the same office.

6.5.2 The Vice-President is elected by the Members for a two (2) year term, and should they continue to be eligible, they shall be ratified by the Board of Directors at the end of the Vice-President term to serve for a two (2) year term as President.

6.5.3 The President shall be ratified by the Board, as per 6.5.2, for a two (2) year term to begin immediately after they have served their two (2) year term as Vice-President, except where the office of President is vacated early, and they shall fulfil the remainder of the vacant President term, followed by the subsequent full two (2) year term.

6.5.4 The Immediate Past President shall be ratified by the Board to serve a single term of two (2) years to begin immediately after they have served their term as President.

6.5.5 The Executive Director is appointed by and serves at the Board's discretion and is an ex officio, non-voting Executive Officer.

6.6 Eligibility for Board.

6.6.1 To be eligible to be elected or appointed to and hold the office of Treasurer, Secretary or Vice-President, the individual must be a Regular Member and must have served as an active Chapter or a National Committee or sub-Committee member or Chapter Board member for at least a two (2) year term.

6.6.2 To be eligible to be ratified to hold the office of President, the individual must be a Regular Member and have served a two (2) year term as Vice-President, except where the term was shortened due to a vacancy in the office of President.

6.6.3 To be eligible to be ratified to hold the office of Immediate Past President, the individual must remain a Member of the Society.

6.6.4 To be eligible to be ratified as a Director, a Chapter Chair (or Chapter delegate) must be a Regular Member.

6.7 Filling Board Vacancies.

6.7.1 Where an Executive Officer, other than the Immediate Past President, is no longer eligible to for Regular Membership, but is eligible in another category, they can continue to hold their current Executive Officer role until the next AGM of the Society. The Board shall determine how to fill the vacancy which will be effective at that AGM as per 6.7.3.

6.7.2 Where an Executive Officer is no longer eligible for Society Membership as per 4.1, once they resign or have their membership terminated, the office shall be deemed vacant within ninety (90) days. The Board shall determine how to fill the vacancy as per 6.7.3.

6.7.3 Where a vacancy occurs within the Executive Officers, as per 6.7.1 or 6.7.2 the remaining Directors may, with a quorum, either

6.7.3.1 appoint a qualified Regular Member to hold the office until an off-cycle election is completed to fill the balance of the unexpired term, or

6.7.3.2 appoint a qualified Regular Member to fill the vacancy until the next AGM, or

6.7.3.3 the Board can call an off-cycle election to elect a qualified Regular Member to hold office for the balance of the unexpired term.

6.7.4 Where a Chapter Chair is no longer eligible to hold Regular Membership, they may continue to hold their current appointment to the Board as a Director until the Chapter's next AGM. At that Chapter AGM, the Chapter shall then designate another Chapter Regular Member to be the Chapter representative to the Board.

6.7.5 Where a Chapter Chair is no longer eligible for Society Membership, as per 4.1, whether they resign or have their membership terminated, the office shall be deemed vacant within ninety (90) days. The Chapter shall designate another Chapter Regular Member to that position until the next Chapter election is conducted.

6.7.6 Where a change in the Chapter representative sitting as a Director occurs other than at the AGM, the remaining Board is authorized to appoint that new Chapter representative to be a Director of the Society.

6.7.7 Where a change to an Executive Officer occurs other than at the AGM, upon filling that role as per 6.7.3 the Board is authorized to appoint that member to be both a Director and Officer of the Society.

6.8 Duties of Executive Officers.

6.8.1 President: Chairs meetings of the Board and meetings of Members; provides leadership to the Board; has a deciding vote only in the event of a tie.

6.8.2 Vice-President: Performs the duties of the President in the President's absence or incapacity and such other duties as assigned by the Board.

6.8.3 Secretary: Ensures proper notice of meetings, custody of minutes and corporate records, and execution of instruments requiring signature with another authorized Officer.

6.8.4 Treasurer: Has care and custody of the Society's funds and securities; causes proper books of account to be kept; provides financial reports to the Board and the Members.

6.8.5 Executive Director: Oversees administration of the Society within these Bylaws, policies, approved budgets, and the Board's direction; non-voting.

6.9 Compensation. All Executive Officers and Directors, except for the Executive Director, serve without remuneration but may be reimbursed for reasonable expenses as authorized by the Board.

6.10 Removal. A Director or Executive Officer may be removed from office by a Special Resolution of the Members at a special meeting called for that purpose or in accordance with the Act.

6.11 Policies and Procedures. The Board may adopt, amend, or repeal policies and procedures governing the operations of the Society, provided such policies are consistent with the Act, the Articles, and these Bylaws.

6.12 Corporate Seal. The President shall have custody of the corporate seal, which shall reside at the administrative office.

6.13 Execution of Instruments. Documents requiring execution may be signed by any two (2) Executive Officers or as the Board may determine. Banking transactions shall be carried out by the Treasurer in accordance with policy or by any two (2) Executive Officers when authorized by the Board.

Article 7: Meetings of Members

7.1 Annual General Meeting (AGM). The Society shall hold an AGM at such time and place, including by Electronic Means, as determined by the Board. Participation by Electronic Means constitutes presence.

7.2 Special Meetings. A special Meeting of Members may be called by the Board or upon written requisition of at least five percent (5%) of the Members entitled to vote, in accordance with the Act.

7.3 Notice. Notice of the time and place (or Electronic Means) of a Meeting of Members shall be given to each Member entitled to vote not less than thirty (30) days before the meeting by mail, courier, personal delivery, or electronic communication.

7.4 Quorum. The quorum for any meeting of Members is twenty-five (25) Voting Members present in person or by Electronic Means.

7.5 Voting.

7.5.1 Each Voting Member is entitled to one (1) vote.

7.5.2 Unless otherwise required by the Act, the Articles, or these Bylaws, questions shall be decided by Ordinary Resolution.

7.5.3 Voting may be conducted by show of hands, poll, or by secure electronic ballot, as determined by the chair of the meeting.

7.5.4 Proxy or absentee voting is not permitted.

7.5.5 The Board may establish procedures for electronic voting consistent with the Act.

7.6 Rules of Order. The edition of Robert's Rules of Order Newly Revised in effect on the date of the last Bylaw revision shall govern the conduct of meetings to the extent not inconsistent with the Act, the Articles, or these Bylaws. The Board may approve simplified rules for committees.

Article 8: Meetings of the Board

8.1 Frequency. The Board shall meet at least four (4) times per year.

8.2 Notice. Notice of Board meetings shall be given to each Director at least seven (7) days in advance by mail, courier, or personal delivery, or at least five (5) days in advance by electronic communication. In urgent circumstances, an emergency meeting may be called on forty-eight (48) hours' notice.

8.3 Electronic Participation. Directors may participate by Electronic Means, and such participation constitutes presence.

8.4 Quorum. A quorum of the Board is eight (8) Directors, of whom at least two (2) must be Executive Officers.

8.5 Voting. Questions shall be decided by a majority of votes cast. The chair has a deciding vote only in the event of a tie.

8.6 Minutes. Minutes of Board meetings shall be kept by the Secretary or designate.

Article 9: Chapters

9.1 Recognition. The Society may approve for a Chapter to be established for any province, territory, or geographic region, provided the proposed Chapter's constitution and bylaws are approved by the Board and the Chapter is financially self-supporting. Chapters are independent entities from the Society.

9.2 Minimum Membership. At the time of affiliation and thereafter, a Chapter shall have at least ten (10) Members in good standing with CHES, at least five (5) of whom must be Regular Members. If a Chapter has fewer than the prescribed minimums for a period of four (4) consecutive years, the Board may dissolve the Chapter.

9.3 Purpose. Chapters support local engagement, education, collaboration, and communication aligned with the Society's purposes.

9.4 Use of Name and Logo. Chapters may use the Society's name and logo in accordance with Board policy. Modifications to the logo require Board approval.

9.5 Compliance. Chapters are responsible for their own finances, maintaining appropriate insurance, and complying with applicable laws and tax filings. Chapters shall operate in accordance with Board-approved policies to the extent permitted by law and their own governing documents.

9.6 Representation. As per the approved Chapter Bylaws, Chapters shall elect a Chapter Chair who must be a Regular Member, in good standing, and who shall serve as the Chapter's representative on the Board. Where a Chapter Chair no longer meets this requirement, 6.7.4, 6.7.5 and 6.7.6 shall be followed.

Article 10: Committees

10.1 Standing Committees. Unless otherwise determined by the Board, standing committees include: Membership; Nominating; Professional Development; Communications; Partnerships and Advocacy; Corporate Advisory; and any other committee the Board deems necessary.

10.2 Terms of Reference. Each committee shall operate under terms of reference approved by the Board.

10.3 Powers. Committees are advisory to the Board unless specific authority is delegated by Board resolution.

10.4 Quorum and Procedures. Committee quorum and procedures shall be as set out in their terms of reference or failing that, as determined by the Board.

10.5 Eligibility for Committee Chair. Should a Committee Chair no longer be eligible for Membership of any category, the position shall be deemed vacant within ninety (90) days of their change in eligibility, and the Committee shall select another Chair as per policies.

Article 11: Elections

11.1 Cycle. Every two (2) years, the Members shall elect the Executive Officers (Vice-President, Secretary, Treasurer). Terms commence at the closing of the AGM unless otherwise specified by the Board.

11.1.1 Where necessitated by an Executive Officer vacancy, and in lieu of a Board appointment as per 6.7, an off-cycle election can be called by the Board. The election process will apply; however the election timelines can be adjusted if approved by the Board.

11.2 Nominating Committee. The Immediate Past President serves as Nominating Committee Chair during their term and may appoint up to two (2) additional Members subject to Executive Officer approval.

11.3 Timeline. For regular elections where terms begin at the closing of the next AGM:

11.3.1 Initial call for nominations is issued.

11.3.2 At least thirty (30) days later, a second call is issued.

11.3.3 Nominations close sixty (60) days after the initial call.

11.3.4 The Chair validates nominee eligibility and prepares a ballot for the election.

11.3.5 The ballot is provided to eligible Voting Members no later than thirty (30) days after nominations close.

11.3.6 Voting closes thirty (30) days after the ballot is first provided.

11.3.7 A regular cycle election shall be concluded at least sixty (60) days before the AGM.

11.4 Eligibility. Candidates must meet the eligibility criteria for the office sought as set out in these Bylaws at the point in time when the ballot is issued.

11.5 Balloting. Elections shall be conducted by secret ballot (including secure electronic ballot). Scrutineers shall be appointed by the Nominating Committee.

11.6 Acclamation. Where the number of eligible candidates does not exceed the number of positions, candidates shall be acclaimed.

11.7 Tie-breaking. In the event of a tie, the Nominating Committee Chair shall cast the deciding vote.

11.8 Confidentiality. Nominee information, ballots, and results are confidential within the Nominating Committee and the Executive Director.

Article 12: Finance and Records

12.1 Financial Statements. At each AGM, the Members shall appoint a public accountant or reviewer as required by the Act to review the annual financial statements. The Treasurer shall present to the Members a financial report including a statement of income and expenditure and balance sheet for the preceding fiscal year.

12.2 Fiscal Year. The fiscal year and membership year of the Society shall be April 1 to March 31.

12.3 Banking and Investments. The Society's funds shall be deposited in such depositories as the Board may determine. The Board may adopt policies respecting banking, investments, and financial controls.

12.4 Books and Records. The Society shall keep proper books and records in accordance with the Act. A Director may, upon reasonable notice, inspect the accounting records at the registered office during business hours.

Article 13: Amendments

13.1 Proposals. Amendments to these Bylaws may be proposed by the Board or by written petition of at least twenty (20) Members in good standing delivered to the Board no later than the quarterly regular Board meeting immediately prior to the AGM.

13.2 Notice. Proposed amendments shall be circulated to all Members at least sixty (60) days prior to the meeting of Members at which they will be considered.

13.3 Approval. Amendments are treated as a Special Resolution and only take effect when approved by Members. Where the amendment affects fundamental matters under the Act, the applicable approval thresholds in the Act apply.

Article 14: Publications and Language

14.1 The Bylaws shall be published in English and French. In the event of ambiguity or conflict, the English version governs.

Article 15: Conflict of Interest

15.1 Declaration. Each Director or Executive Officer shall disclose any interest that could reasonably be perceived to result in a conflict of interest upon nomination, before appointment, and throughout their term.

15.2 Refrain from Discussion and Voting. A Director with a conflict shall refrain from participating in discussion or voting on the matter and shall absent themselves from the portion of the meeting where the matter is considered, unless otherwise permitted by the Act.

15.3 **Disclosure.** All disclosures shall be recorded in the minutes.

Article 16: Indemnification and Insurance

16.1 **Indemnification.** Subject to the Act, the Society shall indemnify a Director or Executive Officer, a former Director or Executive Officer, or another individual who acts or acted at the Society's request as a director or officer of another entity, and their heirs and legal representatives, against all costs, charges and expenses reasonably incurred in respect of any civil, criminal, administrative, investigative or other proceeding in which they are involved because of their association with the Society, provided they acted honestly and in good faith with a view to the best interests of the Society and, in the case of a criminal or administrative action or proceeding enforced by a monetary penalty, had reasonable grounds for believing their conduct was lawful.

16.2 **Insurance.** The Society may purchase and maintain insurance for the benefit of any person referred to in 16.1 to the extent permitted by the Act.

Article 17: Interpretation

17.1 **Headings.** Headings are for convenience only and do not affect interpretation.

17.2 **Enforcement.** If any provision of these Bylaws is found invalid or unenforceable, the remaining provisions continue in full force.

17.3 **Conflict.** In the event of a conflict between the Bylaws and the Act or the Articles, the Act or the Articles, as applicable, prevail.

Article 18: Effective Date and Repeal

18.1 **Effective Date.** These Bylaws come into force upon approval by the Members in accordance with 13.

18.2 **Repeal and Replacement.** Upon coming into force, these Bylaws repeal and replace all prior bylaws of the Society.