

## BYLAWS

### ARTICLE 1 – PREAMBLE

#### 1.1 The CMLTA

The name of the CMLTA is the College of Medical Laboratory Technologists of Alberta.

The following Articles set forth the Bylaws of the CMLTA enacted pursuant to Section 132 of the *Health Professions Act*.

### ARTICLE 2 – TERMINOLOGY AND BYLAW INTERPRETATION

#### 2.1 Terminology

- 2.1.1 **Act** - the *Health Professions Act* as amended or any statute substituted for it.
- 2.1.2 **Article** - an Article of the Bylaws.
- 2.1.3 **Bylaws** - the Bylaws of the CMLTA.
- 2.1.4 **CMLTA** - the College of Medical Laboratory Technologists of Alberta pursuant to Section 1 (1) of Schedule 11 of the Act.
- 2.1.5 **Continuing Competence Committee** - the Competence Committee established by Council as described in Section 10 of the Act.
- 2.1.6 **Council** - the Council of the CMLTA as described in Section 5 of the Act.
- 2.1.7 **Councilor** - any person elected or appointed to Council as listed in Article 6.1.
- 2.1.8 **Cumulative Voting** – an equal and even multi-vote system which permits voters in an election for more than one (1) office of the same nature to cast more than one (1) vote per ballot, but not more than one (1) vote per nominee, and where the nominees receiving the greatest number of votes are thereby elected (e.g. two (2) vacant Councilor positions would permit two (2) votes per ballot).
- 2.1.9 **Fees** – a charge for administrative costs.

- 2.1.10 ***In Camera*** - a meeting, or portions of a meeting, closed to individuals specified at the discretion of Council or the committee holding the meeting.
- 2.1.11 **Legislation Sub-Committee** – A sub-committee of Council established to draft, review, and recommend revisions to CMLTA Bylaws, policies, and documents.
- 2.1.12 **Policies** - the fundamental and operational standards, guidelines, and procedures approved by Council to provide direction to the CMLTA.
- 2.1.13 **Practice of Medical Laboratory Technology** - the practice of medical laboratory technology defined in Section 3 of Schedule 11 of the Act and the CMLTA's Standards of Practice.
- 2.1.14 **Practice Permit** - a Practice Permit issued to a Regulated Member under Part 2 of the Act and under Section 12 of the Regulation.
- 2.1.15 **Registered Office** - the Registered Office for the CMLTA described in Article 7.1.
- 2.1.16 **Register** – a list of Regulated Members which includes the full name of the Regulated Member, unique registration number, any restrictions or conditions imposed on the Practice Permit, area of practice specialization, and other relevant information maintained by the Registrar, in accordance with the Act and Regulation.
- 2.1.17 **Registrar** - the Registrar of the CMLTA as described in Section 8 of the Act.
- 2.1.18 **Registration Dues** – a charge for registration and an MLT Practice Permit.
- 2.1.19 **Registration Committee** - the Registration Committee established by Council as described in Section 9 of the Act.
- 2.1.20 **Regulated Member** - a person whose name is entered in the Register established pursuant to Section 2 of the Regulation and who engages in the practice of medical laboratory technology.
- 2.1.21 **Regulation** - the *Medical Laboratory Technologists Profession Regulation* enacted under the Act.
- 2.1.22 **Special Meeting** - the Special Meeting described in Article 5.1 may be face-to-face or by other means.
- 2.1.23 **Special Meeting Rules of Order** – rules to facilitate the orderly exchange of information and ensure Regulated Members in attendance have the opportunity to be heard. Robert's Rules of Order, Newly Revised (current

edition) will serve as a guide and resource in circumstances of disagreement, controversy, or uncertainty respecting proper procedure for the meeting.

## 2.2 Interpretation

The following rules must be applied to Bylaw interpretation:

- 2.2.1 **Singular and Plural** - words indicating the singular number also include the plural, and vice-versa.
- 2.2.2 **Gender** - pronouns indicating the feminine gender include all genders.
- 2.2.3 **Corporation** - words indicating persons also include corporations.
- 2.2.4 **Headings** - used for convenience and do not affect the interpretation of Bylaws.
- 2.2.5 **Liberal Interpretation** - Bylaws must be interpreted broadly and generally.

## ARTICLE 3 – OBJECTIVES OF THE CMLTA

- 3.1 The objectives of the CMLTA are to regulate the profession of medical laboratory technology pursuant to legislation and to administer the affairs of the CMLTA in accordance with the Bylaws, Policies, *Standards of Practice*, and *Code of Ethics*.

## ARTICLE 4 – REGISTRATION

### 4.1 Register Categories

Registration shall be comprised of the following registers, as outlined in Section 2 of the Regulation:

- a. General
- b. Diagnostic Cytology
- c. Clinical Genetics
- d. Provisional
- e. Courtesy

4.1.1 **Regulated Member** – A Regulated Member shall be one who has met the registration requirements set out in Sections 3, 4, 5, and 6 of the Regulation and pursuant to the Act, and who has paid the applicable dues and/or fees. A Regulated Member shall reside on the General Register, Diagnostic Cytology Register, Clinical Genetics Register, or Courtesy Register. Regulated Members assessed under equivalent jurisdiction pursuant to Section 7 of the Regulation, shall reside on one (1) or more of the appropriate listed Registers.

4.1.2 **Provisional Regulated Member** – A Provisional Regulated Member shall be one who has met the registration requirements set out in Section 9 of the Regulation and pursuant to the Act, and who has paid the applicable

dues and/or fees. A Regulated Provisional Member shall reside on the Provisional Register.

- 4.1.3 **Substantial Equivalence Regulated Member** – A Substantial Equivalence Regulated Member shall be one who has met the registration requirements set out in Section 8 of the Regulation and pursuant to the Act, and who has paid the applicable dues and/or fees. A Substantial Equivalence Regulated Member shall reside on the General Register.

#### **4.2 Initial Application**

An individual may become a Regulated Member in the appropriate category by satisfying the applicable requirements as set out in the Act, the Regulation, and the Bylaws, and by submitting the required forms, documentation, and applicable dues and/or fees.

#### **4.3 Practice Permit Renewal**

A completed application for registration and a Practice Permit renewal must be received by the CMLTA as specified in the renewal notice.

#### **4.4 Registration and Practice Permit Processing**

For the purposes of Sections 28(1), 29(3), 38(2), 40(2), and 43(4) of the Act, the Registrar, or at the Registrar's discretion the Registration Committee, shall consider applications for initial registration and applications for MLT Practice Permit renewal.

#### **4.5 Reinstatement**

##### **4.5.1 Reinstatement Application**

A Regulated Member whose registration or Practice Permit is cancelled under the Act, except if cancelled under Part 4 of the Act, may apply for registration, Practice Permit, or both, to be reinstated by:

- a. Completing the required form(s);
- b. Submitting the required form(s) and the reinstatement fee;
- c. Submitting appropriate verification of Continuing Competence Program requirements; and
- d. Submitting any other required information or documents as determined by the Registrar.

##### **4.5.2 Reinstatement Decision**

As soon as reasonably possible, the Registrar, or at her discretion the Registration Committee, shall consider an application for reinstatement and must:

- a. Approve the application; or
- b. Defer approval of the application until the applicant has successfully completed any requirements prescribed by the Registrar or the Registration Committee; or
- c. Refuse the application.

#### **4.5.3 Approval, Refusal, or Deferral**

If the Registrar or the Registration Committee approves, refuses, or defers an application for reinstatement of a Regulated Member's registration, a Practice Permit, or both, under Article 4.5.2, the Registrar or the Registration Committee must advise the applicant of the decision at the applicant's last known address and provide reasons for the decision.

### **4.6 Registration Year**

#### **4.6.1 Term of Year**

The registration year is January 1 to December 31.

#### **4.6.2 Term of a Practice Permit**

A Practice Permit shall be effective on January 1 and shall expire on December 31 of each year, unless otherwise indicated on the Practice Permit.

### **4.7 Registration Dues and Related Matters**

4.7.1 Council shall, within a reasonable time before the beginning of the CMLTA fiscal year, and after any consultation Council deems appropriate, establish:

- a. The administration fee payable by persons applying to be Regulated Members and the annual Practice Permit dues payable by Regulated Members.
- b. Any other fees, costs, levies, assessments, and/or subsequent registration review fees payable by Regulated Members, third parties, or registration applicants.

4.7.2 Council may, through Policy, establish the process for setting the dues, fees, costs, levies, and assessments referred to in Article 4.7.1 and which shall be paid pursuant to current legislation. Council may levy other fees for determined purposes and amounts as deemed appropriate from time to time.

4.7.3 Council may establish through policy, a onetime provision for Practice Permit dues for CSMLS certified graduates initially registering with the CMLTA within the first year of graduation from an accredited Canadian Medical Laboratory Technologist training program.

### **4.8 Rights and Privileges of Regulated Members**

Regulated Members, in good standing, shall be entitled to all privileges and services of the CMLTA, including the right to:

- a. Title.
- b. Vote at special meetings of the CMLTA.
- c. Vote in elections of Council.
- d. Hold office.
- e. Serve on CMLTA committees.

#### **4.9 Regulated Members in Good Standing**

Any Regulated Member of the CMLTA shall be in good standing only if the Regulated Member:

- a. Has paid in full all outstanding registration and Practice Permit dues, fees, costs, levies, fines, and/or assessments.
- b. Has a valid Practice Permit and the Regulated Member's registration has not been suspended or cancelled pursuant to Part 4 of the Act.
- c. Has complied with all Continuing Competence Program requirements.
- d. Is not in breach of:
  - (i) any professional conduct orders pursuant to Part 4 of the Act, or
  - (ii) any Section 118 direction pursuant to Part 6 of the Act.

#### **4.10 Cancellation of Practice Permit and Registration**

4.10.1 When Regulated Members' dues, fees, costs, levies, and/or assessments remain unpaid by January 1 of any year, and following a thirty (30) day notice as per the Act, their names shall be removed from the CMLTA's Register and their Practice Permit and registration shall be automatically cancelled and their employer shall be notified.

4.10.2 For the purposes of Section 43(4) of the Act, the Registration Committee shall consider a referral from the Registrar concerning a Regulated Member who has not complied with conditions respecting that person's Practice Permit and may direct the Registrar to cancel the Regulated Member's Practice Permit and registration.

#### **4.11 Reinstatement of Cancelled Regulated Member**

Registration and an MLT Practice Permit that has been cancelled only due to non-payment of fines, dues, fees, costs, levies, and/or assessments may be reinstated upon submission of a reinstatement application and payment of any outstanding fines, dues, fees, costs, levies, and/or assessments owed to the CMLTA.

#### **4.12 Resignation of Registration**

4.12.1 A Regulated Member of the CMLTA may resign her registration as provided for in the Act.

4.12.2 A Regulated Member who resigned her registration while in good standing, may apply for reinstatement as per Article 4.5.1.

#### **4.13 Responsibility of Regulated Member**

4.13.1 Every Regulated Member of the CMLTA shall abide by any applicable Bylaws, Policies, Standards of Practice, and Code of Ethics.

4.13.2 Each Regulated Member shall pay, on the date specified by the CMLTA, fines, dues, fees, costs, levies, and/or assessments together with any penalties or interest for late payment established by the CMLTA.

#### **4.14 Waiver of Regulated Member's Rights**

Every Regulated Member, upon termination or suspension of registration, shall forfeit all rights, privileges, and services of a Regulated Member.

### **ARTICLE 5 – SPECIAL MEETINGS OF THE CMLTA**

#### **5.1 Special Meeting**

A Special Meeting shall be a meeting of the Regulated Members which may be called at any time by the President of the CMLTA, with the approval of Council, or upon a written request signed by at least five (5) percent of the Regulated Members of the CMLTA, in good standing, for the purpose of considering a specific matter.

##### **5.1.1 Notice of a Special Meeting**

Notice of a Special Meeting, together with the purpose for holding the meeting, shall be sent to Regulated Members at their address as shown on the Register or record of the Registrar not less than twenty-one (21) days prior to the date of the Special Meeting. The specific date, time, and place for the meeting shall be at the discretion of Council acting reasonably.

##### **5.1.2 Agenda for Special Meeting**

Only the matter(s) set out in the notice of the Special Meeting shall be considered at the Special Meeting.

##### **5.1.3 Resolutions at a Special Meeting**

Resolutions passed by Regulated Members at Special Meetings are recommendatory and are not binding on Council.

#### **5.2 Quorum for Meetings**

5.2.1 The presence of twenty (20) Regulated Members, in good standing, exclusive of Councilors, shall constitute a quorum for any Special Meeting of the Regulated Members of the CMLTA. If a quorum is not present within one-half (1/2) hour after the time set for a Special Meeting of the Regulated Members of the CMLTA, the meeting may be rescheduled to a date, time, and place selected by Council acting reasonably.

5.2.2 If a quorum is not present within one-half (1/2) hour after the set time of the second Special Meeting, the second Special Meeting will proceed with the Regulated Members in attendance.

#### **5.3 Parliamentary Authority**

Subject to the Bylaws, the Special Meeting Rules of Order shall govern the Special Meetings of the CMLTA.

#### **5.4 Failure to Give Notice of Special Meeting**

Action taken at a Special Meeting will not be invalidated due to:

- a. Accidental omission to give any notice to any Regulated Member;

- b. Any Regulated Member not receiving any notice;
- c. Any error in any notice that does not affect the meaning of the notice; or
- d. Delays in providing notice due to natural disasters, postal disruption, industrial action, or electronic/network malfunction.

## **ARTICLE 6 – GOVERNANCE**

### **6.1 Council**

#### **6.1.1 Composition of Council**

Council shall consist of: President, Vice President, seven (7) Regulated Members, and Public Members pursuant to the Act.

#### **6.1.2 Responsibility of Council**

Council:

- a. Shall operate within the terms and conditions of the Act and the Regulation pursuant to the Act;
- b. Shall be responsible to the Regulated Members for fulfilling the objectives of the CMLTA;
- c. Shall operate within the Bylaws;
- d. Shall comply with the Standards of Practice, the Code of Ethics, and CMLTA Policies;
- e. Shall be responsible for all governance functions of the CMLTA; and
- f. Shall establish appropriate policies and procedures for the efficient functioning of the CMLTA.

#### **6.1.3 Authority of Council**

Council shall have the authority to incur obligations, disburse monies, and perform all such acts of administration, management and governance as may be required, necessary or expedient, for the proper functioning of the CMLTA including but not limited to:

- a. Setting policies, procedures, and directives for Regulated Members, Councilors, committee members, staff, and other persons acting on behalf of the CMLTA in compliance with the CMLTA Bylaws.
- b. Carrying out all powers, duties, and functions described in the Act, the Regulation, the Bylaws, and any applicable policies of the CMLTA.
- c. Appointing persons as set out in the Bylaws.
- d. Creating standing, ad hoc, and other special committees as may be necessary to assist Council in carrying out its duties.
- e. Entering into agreements with other institutions and societies.
- f. Overseeing all financial transactions and ensuring a written financial statement is submitted at each regular Council Meeting.
- g. Borrowing money upon the credit of the CMLTA and raising or securing the repayment of any such money.
- h. Limiting or increasing the amount to be borrowed.



- i. Issuing debentures or other securities of the CMLTA, but such debentures shall not be issued without the sanction of a resolution of Council.
- j. Pledging or selling such debentures or other securities for such sums and at such prices as may be deemed expedient.
- k. Mortgaging, charging, or pledging all or any of the real and personal property, undertaking, and rights of the CMLTA to secure any such debentures or other securities or any money borrowed or any other liability of the CMLTA.
- l. Investing the funds of the CMLTA in such investments and securities as Council may see fit subject to Article 9.1.
- m. Directing and overseeing of the auditing of all financial accounts.

#### 6.1.4 **Duties of President**

The President shall:

- a. Preside at all meetings of Council and Special Meetings.
- b. In conjunction with the Executive Director/Registrar, liaise with the Canadian Society for Medical Laboratory Science, the Minister of Health, and the Health Professions Advisory Board.
- c. Carry out all other duties assigned by Council.

#### 6.1.5 **Duties of the Vice President**

The Vice President shall:

- a. Whenever necessary, due to the absence or the inability of the President, assume the duties and responsibilities of the President.
- b. Automatically become President if the office of the President becomes vacant during the year. In this case, the office of Vice President shall remain vacant until the next election. If the Vice President resigns during the year, Council shall appoint a replacement.
- c. Carry out all other duties assigned by Council.

### 6.2 **Election to Office of Councilor (excluding Public Members)**

The office of Councilor shall be filled by election by the voting Regulated Members of the CMLTA, in good standing. Elections for the office of Councilor shall occur once each year and, in any event, on or before September 30 of each year. At the discretion of Council, the election will be by either mail or electronic ballot.

6.2.1 Nominations to office, for election, must be post marked (in the case of mail ballots) or dated (in the case of electronic ballots) at least sixty (60) days prior to August 15, notwithstanding delays due to natural disasters, postal disruption, industrial action, or CMLTA electronic/network malfunction.

6.2.2 Ballots, in the form prescribed by Council, shall be provided to or be accessible by each Regulated Member, in good standing, at least forty-five (45) days prior to the date specified by Council for the vote,

notwithstanding delays due to natural disasters, postal disruption, industrial action, or CMLTA electronic/network malfunction.

- 6.2.3 Completed ballots must be received in the Registered Office of the CMLTA post marked (in the case of mail ballots) or dated (in the case of electronic ballots) no later than August 15 for the receipt of all ballots; notwithstanding delays due to natural disasters, postal disruption, industrial action, or CMLTA electronic/network malfunction.
- 6.2.4 Except as provided for in the Bylaws, nominations to office and the processing of ballots shall be as outlined in the CMLTA Policies.
- 6.2.5 In the event a nomination for office is not filled in accordance with Article 6.2.1, Council will appoint a Regulated Member in good standing pursuant to Article 6.6.3.
- 6.2.6 All mail ballots shall be counted by the scrutineer(s) appointed by the President.
- 6.2.7 All nominations for election to office must be consented to in writing by the nominee and such written consent must accompany the nomination form pursuant to Article 6.2.1.
- 6.2.8 All elections to office shall be decided by simple majority vote.
- 6.2.9 In the event of a tie vote, the President or designate shall have the deciding vote.

### **6.3 Meetings of Council**

- 6.3.1 Meetings of Council shall be held at least four (4) times a year at such time and place as determined by the President acting reasonably. Meetings, including deliberations and voting, may be conducted by face-to-face, mail, telephone conference, audiovisual, or other electronic means.
- 6.3.2 Regulated Members of the CMLTA may attend the meetings of Council with permission of the President and after complying with any requirements set out in Policy. Such Regulated Members will be excluded from *in camera* agenda items.
- 6.3.3 Quorum of Council shall consist of 50% plus one (1) of the members of Council.

### **6.4 Privilege of Council**

The President, with the approval of Council, may invite other individuals to take part in the discussions on pertinent business at any meeting of Council.

## **6.5 Elected/Appointed Officers**

Each Councilor shall have one (1) vote regardless of the number of titles or position held.

## **6.6 Appointed Officials**

6.6.1 Council shall appoint a President and a Vice President from amongst the eligible Regulated Members of Council. Appointment of the President and Vice President shall be made after elections to office are confirmed each year and shall be made on or before December 1 each year.

6.6.2 Council shall appoint all committee chairs and signing officers who have financial signing authority. There shall be at least three (3) signing officers from the elected Council and at least one (1) signing officer from administration.

6.6.3 The term of office pertaining to Article 6.6.1 and 6.6.2 shall be as outlined in the Policies of the CMLTA, and all such appointed officials shall enter into their duties and responsibilities as of the date specified by Council.

6.6.4 Council may appoint a successor to assume the duties of an appointed official for the remainder of the term in the event of an office becoming vacant.

6.6.5 Council shall appoint an Executive Director, a Registrar, a Complaints Director, and a Privacy Officer (individually or as combined positions), and a Hearings Director as provided for in the Act.

## **6.7 The Term of Office**

6.7.1 For the President and Vice President, the term shall be one (1) year, with all duties and responsibilities commencing January 1 following the appointment.

6.7.2 Subject to Article 6.7.1; the term on Council shall be three (3) years, to a maximum of two (2) consecutive three (3) year terms.

6.7.3 If there is a vacant Regulated Member position on Council at any time, Council may appoint a Regulated Member in good standing to fill the term, except in the circumstances outlined in Article 6.1.5(b). Councilors appointed to a vacant regulated member position for a term less than three (3) years may serve the partial term in addition to two (2) consecutive three (3) year terms as outlined in article 6.7.2.

## **6.8 Removal from Office**

A Regulated Member of Council may be removed from office in appropriate circumstances where two-thirds (2/3) of the remaining Councilors vote to remove that individual.

## **6.9 Committees**

- 6.9.1 Council may, at its discretion, create standing committees as necessary in order to carry out the functions of the CMLTA.
- 6.9.2 Council may, at its discretion, create ad hoc committees or special task forces as necessary to assist the CMLTA in carrying out its duties.
- 6.9.3 The duties and responsibilities of all committees and task forces shall be defined in CMLTA Policy or through a resolution of Council, and shall be consistent with the Act and Regulation where applicable.
- 6.9.4 A Regulated Member of a committee may be removed from the committee in appropriate circumstances where two-thirds (2/3) of Councilors vote to remove that individual.

## **6.10 Emergency Preparedness**

6.10.1 Notwithstanding anything to the contrary in the Bylaws, Council may temporarily suspend or amend portions of the Bylaws during an internal or external disaster to ensure efficient functioning of the CMLTA provided:

- The motion lists the specific Bylaw suspensions and/or amendments;
- The motion specifies the number of days the suspension or amendment is in effect, not to exceed one hundred twenty (120) days; and
- The motion is approved by a majority vote of Council.

Council may extend the suspension or amendment in parallel with provincial or federal declaration of a state of emergency.

6.10.2 Notwithstanding Article 6.10.1, decisions or actions required to ensure public protection or continued functioning of the CMLTA during an internal or external disaster, may be made by one (1) of the following if time or circumstances do not allow a Council motion:

- Executive Director/Registrar, alone or in consultation with the President;
- When the Executive Director/Registrar is not available, the next senior staff member, in consultation with the President, and/or Vice President; or
- When the Executive Director/ Registrar, President, or Vice President are not available, the next senior staff member, in consultation with at least one (1) Councilor who has served at least one (1) year on Council.

The Executive Director/Registrar, or in her absence the next senior staff member, shall ensure a report is submitted to Council within thirty (30)

days of any action taken or decision made under these provisions. The report shall include:

- The action(s) or decision(s);
- The circumstances of the disaster that prompted the action(s) or decision(s); and
- A record of any attempts of electronic consultation with Council, or the reasons why electronic consultation was not attempted.

## **ARTICLE 7 – FINANCE AND OTHER MANAGEMENT MATTERS OF THE CMLTA**

### **7.1 The Registered Office**

The Registered Office of the CMLTA is located in Edmonton, Alberta. Relocation of the office may occur by resolution of Council acting reasonably.

### **7.2 Finance and Auditing**

7.2.1 The fiscal year of the CMLTA ends on December 31 of each year.

7.2.2 There must be an audit of the books, accounts, and records of the CMLTA at least once each year. A qualified chartered accountant, approved annually by resolution of Council, must complete the audit.

### **7.3 Cheques and Contracts**

7.3.1 Pursuant to Article 6.6.2, two (2) signing officers as authorized by Council, shall sign all cheques drawn on the monies of the CMLTA with the following exceptions:

- a. Where purchases or expenditures are for non-budgeted amounts in excess of \$2,000, there shall be two (2) authorized signatures from Council on the cheque.
- b. Where a cheque is made payable to a signing officer, that individual shall not be a signee.

7.3.2 All contracts of the CMLTA must be signed by persons authorized to do so by resolution of Council.

### **7.4 Preparation and Maintenance of Records**

7.4.1 Preparation and custody of minutes of the CMLTA, Council, committees, and all other relevant records shall be the responsibility of the Executive Director/Registrar or her designate.

7.4.2 All documents are subject to CMLTA Policy for retention and disposal.

7.4.3 Any Regulated Member, in good standing, may request clarification regarding the audited financial statements of the CMLTA upon giving notice in writing to the President.

### **7.5 Payments**

7.5.1 Councilors, committee members, and volunteers shall:

- a. Be reimbursed pursuant to CMLTA Policies, established from time to time, for their reasonable expenses incurred while carrying out CMLTA duties;
- b. Be paid an honorarium pursuant to CMLTA Policies; and
- c. On approval of Council and consistent with the wage replacement Policy of the CMLTA, receive wage replacement for wages lost while performing duties on behalf of the CMLTA.

## **7.6 Protection and Indemnity**

7.6.1 Every Councilor shall be indemnified and saved harmless by the CMLTA from and against all costs, charges, and expenses which such Council member sustains or incurs in any action, suit, claim or proceeding which is brought, commenced, or prosecuted against her for, or in respect of any act, matter, or thing done by her in the performance of the duties of her office, except where such action, matter, or thing has been done or permitted to be done by her as the result of her own fraud, dishonesty, gross negligence, or bad faith.

7.6.2 No Councilor shall be liable:

- a. For the acts, negligence, or defaults of any other Council member or any employee of the CMLTA.
- b. For any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person, firm, or corporation dealing with the CMLTA.
- c. For any other loss, damage, or claim that may occur in the execution of the duties of her office, unless same shall happen or occur by or through her own willful act, bad faith, or gross negligence.

## **ARTICLE 8 – BYLAW AMENDMENTS**

**8.1** Council has a duty to consult with Regulated Members on proposed Bylaw amendments.

**8.2** Bylaws shall only be revised or amended by Council by resolution as the need arises, in consideration of Regulated Member feedback obtained through the consultation process.

**8.3** All Bylaws so amended shall be binding on the Regulated Members of the CMLTA.

## **ARTICLE 9 – INVESTMENTS, ASSET DISTRIBUTION, AND DISSOLUTION OF THE CMLTA**

**9.1** Council, acting reasonably, may only deposit monies or funds of the CMLTA in low risk investments as per CMLTA Policies regarding investments approved by Council.

- 9.2** The CMLTA shall not pay any dividends or distribute its property among its Regulated Members.
- 9.3** If the CMLTA is dissolved, and subject to any legislative enactment, any funds or assets remaining after paying all debts shall be paid to a registered and incorporated charitable organization selected by Council acting reasonably.