

*W. J. ...*  
**Memorandum**

**of Agreement**



**CANADIAN SOCIETY**  
**OF**  
**RADIOLOGICAL TECHNICIANS**

Wm. D. Green

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DATED this 16th day of May, 1943.

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# Memorandum of Agreement

## CANADIAN SOCIETY OF RADIOLOGICAL TECHNICIANS

1. We, the undersigned, do hereby severally covenant and agree each with the other and each of them to be incorporated under the provision of Part 2 of the Companies Act, 1934, as a corporation without share capital under the name of the Canadian Society of Radiological Technicians, or such other name as the Secretary of State may give to the Corporation for the purpose of carrying on in more than one Province of Canada without pecuniary gain to its members the objects following:

i. To promote and encourage the science and art of Radiological Technique and to consider and discuss all subjects affecting it.

ii. To promote the formation of, to assist, to guide, to encourage and to form a central association for local associations of Radiological Technicians throughout Canada.

iii. To facilitate the exchange of information and ideas on matters affecting the science and practice of radiological technique and allied subjects.

iv. To print, publish, sell, lend or distribute the proceedings or reports of the Corporation or any papers, communications, works or treatises on radiography or its applications or subjects connected therewith in the English or any foreign tongue, or any abstracts thereof or extracts therefrom;

v. To promote and provide for the carrying out of research and experimental work in connection with radiography and allied subjects and to make, institute and establish grants, rewards or other benefactions in connection therewith;

vi. To establish and maintain libraries and museums and to promote, organize and conduct exhibitions of apparatus, plant and processes connected with radiographic science and practice;

vii. To establish, undertake, superintend, administer, and contribute to any charitable and benevolent fund in connection with or for the benefit of persons engaged in the science and practice of radiography and allied subjects and of their dependents;

viii. To invest the moneys of the Corporation not immediately required in such manner as may, from time to time, be determined;

ix. To associate, to affiliate and to federate with any association, society or organization, incorporated or unincorporated, with objects the same as or similar to the objects of the Corporation; and

x. To do all such other lawful things as may be incidental or may be deemed to be conducive to the attainment of the foregoing objects or any of them; provided that if, upon winding up or dissolution of the Corporation, there remains after the satisfaction of all debts and liabilities, any property whatsoever, the same shall be given or transferred to some other corporation, society or institution or societies or institutions not formed or carrying on business for profit, having objects similar to the objects of the Corporation, to be determined by the members.

2. We, the undersigned, do further severally covenant and agree each with the other and each of them that the Corporation shall be carried on without pecuniary gain to its members and that any profits or other accretions to the Corporation shall be used in promoting its objects.

3. The subscribers hereto shall be the first members of the Corporation and the Corporation shall consist of the subscribers and of those who shall hereafter duly become members of the Corporation in accordance with the by-laws from time to time in force.

4. The first directors of the Corporation shall be as set out in the petition herein.

5. The following shall be the By-laws of the Corporation:

1. The Corporation shall be referred to in its By-laws as "The Corporation" and words used in its By-laws importing the singular number only shall include the plural and vice-versa, and the masculine shall include the feminine and except when otherwise not clearly excluded words importing persons shall include corporations.

2. The first general meeting of the Corporation shall be held not more than 14 months following the incorporation of the Corporation.

#### MEMBERSHIP

3. The Corporation shall consist of Honorary Members, Member-Societies and ordinary Members.

4. The rights and privileges of every member and every Member-Society shall not be transferable or transmittable by his or its

own act or by operation of law, and no Honorary Member shall by reason of being legally a member of the Society be entitled to any privileges other than those which by the By-laws attach specifically to that class of members.

### HONORARY MEMBERS

5. An Honorary Member shall be a distinguished person intimately connected with Radiological Science and its applications whom the Board of Directors desire to honor for services in connection therewith. Honorary Members shall be elected by the Board of Directors and every such election shall be announced at the next subsequent meeting of the Corporation. Honorary Members shall have the privilege of attending all meetings, discussions or conferences of the Corporation, but shall not have the right to vote thereat except when specifically appointed to a committee of the Corporation, and their right to vote shall be limited to voing as a member of such committee.

### MEMBER-SOCIETIES

6. Any incorporated or unincorporated society, organization or association shall be eligible for membership in the Corporation as a Member-Society, provided

(a) Its objects and purposes are the same or similar to the objects of the Corporation, excepting that the ambit of its objects may be limited to a particular Province, group of Provinces, locality or area.

(b) It refuses to admit to or to obtain membership in the Member-Society of any

person engaged in radiographic technique in an unethical manner within the meaning of By-law No. 47.

(c) It receives the approval of the Board of Directors upon application for membership and the Board of Directors may require such applicant to enter into an undertaking respecting the conduct of such Member-Society before granting membership.

7. As a condition of membership in the Corporation the Board of Directors from time to time may require the Member-Society to establish to the satisfaction of the Corporation what standards of technical knowledge and practice in radiographic technique and allied sciences are prerequisite to membership in any Member-Society or all Member-Societies.

### ORDINARY MEMBERS

8. Any person engaged in or associated with the science of radiographic technique or who is now engaged in radiological technical work shall be eligible for election to ordinary membership in the Corporation, provided:

(a) That he is a qualified physician and is either a member of the Canadian Association of Radiologists or is engaged in radiology as a specialty, or

(b) That he is a radiological technician working in an ethical manner and is a member in good standing of a Member-Society, or

(c) That he is a radiological technician actively practising radiological technique in an ethical manner.

9. The First or Provisional Directors of the Corporation shall manage its affairs until

the 30th day of September, 1943. They will be replaced on the 1st day of October, 1943, by a Board of the Five Directors elected at the First Annual General Meeting which shall be held not later than the 30th day of September, 1943, as follows:

(a) One director shall be nominated by the Canadian Medical Association.

(b) One director shall be nominated by the Canadian Association of Radiologists.

(c) One director shall be nominated by the Member-Societies.

(d) Two directors shall be nominated by the ordinary members.

10. The directors shall remain in office for a term of two years, except that one of the directors elected under By-law 9 (d) at the first annual general meeting shall retire from office on the 30th September, 1944, and his successor will be elected for the regular term of two years.

11. The following only shall be eligible for membership in the Board of Directors:

(a) The Directors elected under Section (a) and (b) of By-law 9 shall be Radiologists, that is qualified physicians specializing in Radiology, who are members of the Corporation.

(b) The Director elected by the Member-Societies under Section (c) of By-law 9 shall be an ordinary member of the Corporation.

(c) The Director elected under Section (d) of By-law 9 shall be ordinary members of the Corporation.

## OFFICERS

12. (a) The Corporation will have the following officers: An Honorary President, a President and a Vice-President and Secretary-Treasurer.

(b) The Honorary President shall be the President of the Canadian Medical Association.

(c) The President shall be one of the Directors elected under Section (d) of By-law 9, and shall be President during the second year of his term of office as a Director, excepting that the first President of the Corporation shall hold office for a term of one year only.

(d) The Vice-President and Secretary-Treasurer shall be one of the Directors elected under Section (d) of By-law 9, and shall be Vice-President and Secretary-Treasurer during the first year of his term of office as a director.

13. The Board of Directors may appoint an assistant Secretary-Treasurer from among the ordinary members of the Corporation to assist the Secretary-Treasurer to do such acts and perform such functions as the Board of Directors may require.

14. The Board of Directors may from time to time appoint such officers and servants at such salaries, wages, gratuities or remuneration as the Board of Directors shall from time to time think proper.

## ELECTION OF DIRECTORS

15. The Director to be elected under Section (a) of By-law 9 shall be sufficiently designated upon receipt by the Corporation of the certificate of the Secretary of the Canadian Medical Association that he is the appointee of that Association, and the Director to be elected under Section (b) of By-law 9 shall be sufficiently designated upon receipt by the Corporation of the certificate of the Secretary of the Canadian Association of Radiologists that he is the appointee of that Association.

16. The Director to be elected by the Member-Societies shall be elected as follows:

(a) Each Member-Society shall designate one of the ordinary members of the Corporation as its delegate to cast such Member-Society's vote at a special meeting of such delegates to be held at the same time and place as the Annual General Meeting of the Corporation.

(b) The delegate shall be sufficiently appointed upon receipt by the Corporation of the certificate of the Secretary of a Member-Society that such delegate is the delegate of such Member-Society.

17. The Directors to be elected by the ordinary members shall be elected as follows:

(a) Not later than the 30th day of July in each year the Board of Directors shall send to each ordinary member a statement of the name of the Director elected by the ordinary members who will retire on the 30th day of September next following. The Board of Directors shall have the right to nominate

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one or more persons for this purpose and a list of the person or persons nominated by the Board of Directors shall accompany this statement.

(b) Not later than the 15th day of August next following any five members may nominate any other duly qualified person by delivering a written nomination to the Secretary-Treasurer with the written consent of such nominee to accept office if elected.

(c) Not later than the 1st day of September in each year the Secretary-Treasurer shall send to each member of the Corporation entitled to vote a ballot paper containing the names of all persons duly nominated, and upon which ballot paper it shall appear whether a candidate is nominated by the Board of Directors or by five members, giving the names of such members.

(d) Each voting member shall erase or strike out sufficient names to reduce the number of names on the ballot paper after such erasure to the number to be elected.

(e) The ballot papers shall be returned to the Secretary-Treasurer not later than the 15th day of September, and the envelope shall be marked in such fashion as shall be determined by the Board of Directors.

(f) The Board of Directors shall appoint two or more scrutineers for the purposes of the ballot and the ballot papers unopened, together with the Secretary-Treasurer's records showing that the provisions of this By-law have been carried out shall be delivered to the scrutineers who shall report the result to the Board of Directors and to the next Annual General Meeting of the Corporation.

(g) In the event of the scrutineers being unable to report an election owing to an equality of votes they shall submit the names of the candidates having the same number of votes to the President, who shall determine by his casting vote or votes which of such candidates having an equality of votes shall be elected.

(h) Casual vacancies occurring among the members of the Board of Directors caused by retirement, death or otherwise, may be filled by resolution of the Board of Directors for the unexpired term of the Director vacating office provided that appointment shall be made from among those entitled to be elected or appointed in accordance with By-law 9 to the vacant directorship and in the event of the President vacating office the Vice-President or Secretary-Treasurer shall become President and the Board of Directors shall appoint a Vice-President and Secretary-Treasurer.

#### MEETINGS OF THE BOARD OF DIRECTORS

18. The Board of Directors shall meet on demand of the President or the Vice-President and Secretary-Treasurer, or of any two directors and meetings shall be held at such place as the Board of Directors may from time to time determine, and at every meeting of the Board of Directors three members of the Board shall constitute a quorum.

10. Proceedings at a meeting of the Directors shall be by a majority of votes and upon demand of any director voting shall be by ballot and in the event of an equality of votes the Chairman shall have a second or casting vote.

20. Notice of meetings of the Board of Directors shall be given by prepaid registered post or by telegram sent to each director not less than ten days preceding the date of such meeting.

#### GENERAL MEETING

21. Special General Meetings of the Corporation will be held at such place and at such time as the Board of Directors may see fit, and a Special General Meeting shall be called by the Board of Directors for a date not more than two months following a requisition received by them in writing and signed by fifteen members specifying the business to be transacted at such Special General Meeting.

22. Subject to the provision of By-law 9, the Annual General Meeting shall be held at such time and place as the Board of Directors may from time to time determine, but not more than fourteen months shall elapse between one Annual General Meeting and the next.

23. Fourteen days' notice at the least, by prepaid post, exclusive of the day of giving notice shall be given of all General Meetings. The notice shall specify the day, place and hour of meeting, and in the case of Special Meetings the general nature of the business to be transacted.

24. The accidental omission to give notice of a meeting to any member will not invalidate the meeting.

25. The President, if present, shall preside at all General Meetings of the Corporation. In the absence of or the refusal to act of the President the Vice-President and Secretary-

Treasurer or the senior member of the Board of Directors present shall preside.

26. A quorum for an Annual or Special Meeting shall consist of ten members qualified to vote at such meeting.

27. If within half an hour from the time appointed for the meeting ten members are not present, the meeting if convened on the requisition of members shall be dissolved, but in any other case three members shall constitute a quorum for the purpose of adjourning or dissolving the meeting.

28. At any General Meeting unless a poll is demanded a declaration by the Chairman that a resolution has been carried or has been carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the Corporation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

29. If a poll is demanded it shall be taken in such a manner as the Chairman directs and he shall have power to adjourn the meeting for a reasonable time for the purpose of taking such poll and the result of such poll shall be deemed to be the resolution of the Corporation in General Meeting.

30. The business of the Annual General Meeting shall be to receive and consider the reports of the Board of Directors, the report of the Secretary-Treasurer, the report of the Auditor and to deal with other business which may properly come before an Annual General Meeting.

31. The Annual General Meeting shall elect an auditor for the ensuing year, and the auditor of the Corporation so elected shall have access at all reasonable times to the books of account, vouchers, minute books and documents of the Corporation and shall conduct an audit of the affairs of the Corporation at least once yearly and shall prepare a report to which shall be attached a balance sheet, income and expense statement and an auditor's certificate, which report shall be submitted to the Annual Meeting. The auditor shall make inquiries, investigations, and perform such other duties as shall from time to time be required by the Board of Directors.

32. Every member shall have one vote at a General Meeting, and each Member-Society delegate shall have one vote on behalf of each Member-Society in addition to such delegate's vote as an ordinary member (if any). The Chairman, in case of an equality of votes shall have a second or casting vote.

33. No member shall be entitled to vote by proxy for another member excepting that a Member-Society delegate may be the delegate of more than one Member-Society, and in that event shall have a vote for each Member-Society that such delegate represents.

#### PROPERTY AND FUNDS

34. The annual subscription for a Member-Society shall be the sum equal to \$1.00 for each member of such Member-Society in good standing. Ordinary members enjoying membership under By-law 8 (b) hereof shall pay no annual subscription so long as the Member-Societies to which they belong have

paid the annual subscription assessed against such Member-Society. The annual subscription for ordinary members elected under By-law 8 (a) shall be \$5.00 per annum and for those elected under By-law 8 (c) shall be \$3.00 per annum.

35. The annual subscription shall be due and payable on the 1st day of January in each year.

36. All moneys coming into the hands of the Secretary-Treasurer of the Corporation shall be immediately deposited in a chartered bank designated by the Board of Directors, and no payment shall be made out of the funds of the Corporation (excepting payments for a sum less than \$5.00) except by cheque signed by such persons as the Board of Directors may from time to time authorize for this purpose.

37. All moneys of the Corporation not required to meet the current expenses of the Corporation shall be invested in any Government securities or in any investment designated by law for the investment of trust funds.

38. Every publication of the Corporation and every paper presented to the Corporation and accepted for reading or for publication in full or in abstract, and every paper read before the Corporation and the copyright thereof, shall be the property of the Corporation. The Board of Directors in such cases as it may think fit, shall have power to release or surrender the rights of the Corporation in respect of any such publication or papers and the reports of the proceedings and discussions at meetings of the Society shall be reserved to the Board of Directors who may,

if it thinks fit, give consent to publication in approved cases.

39. Each member of the Board of Directors shall be accountable in respect of his own acts only, and shall not be accountable for any acts done or authorized to which he shall not have expressly assented, and no member of the Board of Directors shall incur any personal liability in respect of any loss or damage incurred, through any act, matter, or thing done, authorized or suffered by him being done, in good faith for the benefit of the Corporation, although in excess of his legal power.

40. The members of the Board of Directors may be indemnified out of the funds and property of the Corporation from and against all cost and charges, damages, and expenses whatsoever which they or any of them may sustain by reason of their respectively accepting office or acting in the execution of the duties or power imposed upon or given them by the By-laws of the Corporation.

41. Members of the Board of Directors shall be paid such travelling expenses as the Board shall from time to time authorize, and the Board of Directors shall be entitled to such other remuneration for their services as the Corporation shall in General Meeting approve.

#### COMMON SEAL

42. The Board of Directors shall provide a Common Seal of the Corporation and the Secretary-Treasurer shall have custody thereof, and it shall not be used except by authority of the Board of Directors previously given and in the presence of the Secretary-

Treasurer and one of the Directors of the Corporation, who shall sign every instrument to which the seal is affixed.

43. Any document required to be executed on behalf of the Corporation upon being sealed with the Corporate Seal and signed by the proper officer, as required by the provisions of the immediately preceding By-law, shall be binding upon the Corporation.

### RESIGNATIONS

44. Any member of any Member-Society may retire by sending a resignation in writing to the Secretary-Treasurer after payment of all the subscriptions (if any) due from him or it, including that for the current year.

45. The Board of Directors may re-admit to membership any person whose membership has terminated, provided he satisfies the Board of Directors that he is worthy of re-admission and pays such amount in respect of arrears of subscription as the Board of Directors may determine. The Board of Directors may also, in any special case, where in its opinion it is desirable to do so, reduce or remit the annual subscription, or the arrears of annual subscription of any member.

46. Upon the written request of two or more members that for cause therein stated a member is unworthy of membership in the Corporation, the Board of Directors shall consider the matter and if there appears sufficient reason shall advise the member of the charges against him. The member against whom the charges have been made shall then have the right to present a written defence

or appear in person before a meeting of the Board of Directors of which meeting he shall be notified by the Secretary-Treasurer at least two weeks in advance.

If in the opinion of the Board of Directors a satisfactory defence has not been made, the matter shall be reported to the Corporation at the next Annual Meeting for final disposition. A majority ballot of the members present and voting at such Annual Meeting may expel or suspend the member or make any other disposition of the charge.

### UNETHICAL PRACTICES

47. Without limiting the generality of the term "unethical practice" failure to meet the following requirements shall be deemed unethical practices for a member of the Corporation, or a member of a Member-Society.

(a) No member who is not a qualified physician or surgeon, shall accept patients for radiological therapeutic work except under the direction and supervision of a qualified medical practitioner practicing radiology as a specialty, nor shall any such member make any report or diagnosis on any radiographic or fluoroscopic examination and any breach of this By-law shall be deemed conduct unfitting the member guilty thereof to remain a member of the Corporation, provided it shall not be considered as acting contrary to the spirit of this By-law, or as constituting a breach thereof for a member under special circumstances at the request of the medical practitioner in charge of the case, and in the absence of his employing physician to describe to such medical practitioner the ap-

pearance seen in an examination to such extent as may be necessary to assist him in making the diagnosis.

(b) No non-medical member as defined above shall operate an independent laboratory under cover of the name of a qualified medical practitioner and no non-medical member shall accept employment in any institution, clinic or laboratory which is not operated and directed by a qualified medical practitioner practising radiology as a specialty or as a part of his practice in his own office.

#### REMOVAL OF DIRECTORS

48. Any Special General Meeting of the Corporation may by resolution enacted by a majority of two-thirds of the total votes cast upon such resolution declare that any Director, excepting the Directors nominated by the Canadian Medical Association, or the Canadian Association of Radiologists, shall vacate his office and upon such resolution being enacted as provided above the office of such Director shall be vacant and the Board of Directors may proceed to fill such vacancy in accordance with By-law 17 (h).

#### BY-LAWS

49. These By-laws shall become effective upon Letters Patent incorporating the Corporation being granted but the amendment or repeal of any of these By-laws can be effected only by the votes of at least two-thirds of the members present at a Special General Meeting of the Corporation duly convened for the purpose of considering such

amendment or repeal but no amendment, repeal or other By-law shall be effective until the Secretary of State has approved of the same.

50. The first officers of the Society shall be Felix George Reason, President; Mary F. Cameron, Secretary; and Sadie Storm, Treasurer; and they shall be the only officers of the Corporation until a President and a Vice-President and Secretary-Treasurer of the Society are elected in accordance with the provisions of these By-laws.

IN WITNESS WHEREOF we have  
hereto set our hands and affixed our seals.

DIRECTORS:

W. H. McGUFFIN, M.D. ★  
W. K. COLBECK, M.D. ★  
F. G. REASON. ★  
MARY F. CAMERON. ★  
SADIE STORM. ★  
ROSEMARY O'HAGAN. ★  
C. J. BODLE. ★

WITNESSES:

P. H. McALLISTER.  
GENEVA BEAMER, REG. N.  
J. T. WEIR.  
W. EDWARD GREEN.  
GENEVA BEAMER, REG. N.  
THOMAS P. DILLON.  
CONSTANCE BRIGGS, REG. N.

DATED this 16th day of May, 1943.