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**THE CHEMICAL INSTITUTE OF CANADA
L'INSTITUT DE CHIMIE DU CANADA**

GENERAL OPERATING BY-LAW NO. 1

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A By-law relating generally to the conduct of the affairs of

THE CHEMICAL INSTITUTE OF CANADA
L'INSTITUT DE CHIMIE DU CANADA

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GENERAL OPERATING BY-LAW NO. 1

A By-law relating generally to the conduct of the affairs of

THE CHEMICAL INSTITUTE OF CANADA
L'INSTITUT DE CHIMIE DU CANADA

(the "Corporation")

WHEREAS the Corporation was granted Letters Patent by the federal Government of Canada under the *Canada Corporations Act* on the 27th day of November, 1989;

AND WHEREAS the Corporation is an association of chemists, chemical engineers and chemical technologists and carries out its activities through societies, local sections, subject divisions and student chapters;

AND WHEREAS the Corporation has applied for Articles of Continuance to be continued under the *Canada Not-for-Profit Corporations Act S.C. 2009, c.23*;

NOW THEREFORE BE IT ENACTED as a General Operating By-law of the Corporation to take effect in accordance with Section 14.01 as follows:

SECTION I
INTERPRETATION

1.01 Definitions

In all By-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) "Act" means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time.
- (b) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- (c) "Board" means the board of directors of the Corporation.
- (d) "By-laws" means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect.

- (e) “Chemical Sciences” includes, but is not restricted to, chemistry, chemical engineering, chemical technology, and related chemical disciplines ranging from molecular biology to geochemistry.
- (f) “Director” means a member of the Board.
- (g) “Member” means a member of the Corporation and “Members” or “Membership” means the collective membership of the Corporation.
- (h) “Officer” means an officer of the Corporation.
- (i) “Operating Policies” means the operating policies approved by the Board in accordance with section 2.07 of this by-law.
- (j) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.
- (k) “Proposal” means a proposal submitted by a Member of the Corporation that meets the requirements of section 163 of the Act.
- (l) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (m) “Special Resolution” means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.
- (n) “Local Section” or “Section” means a Section of the Corporation established pursuant to Section 9 of this By-law;
- (o) “Society” means any one of the three (3) constituent societies of the Corporation, or any Society approved as a constituent society by the Board from time to time in accordance with Section 8 of these By-laws.
- (p) “Student Chapters” or “Chapters” means a chapter established by a Society at a university, college or institute in accordance with Section 11 of these By-laws.
- (q) “Subject Division” means a division established by a Society or Societies under Section 10 for Members having a common interest in special branches of the Chemical Sciences.

1.02 **Interpretation**

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;

- (b) words importing the singular number only will include the plural and *vice versa*;
- (c) the word “person” will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person; and
- (d) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

SECTION II **FINANCIAL AND OTHER MATTERS**

2.01 Financial Year

Unless otherwise changed by resolution of the Board, the financial year end of the Corporation shall be the 31st day of December in each year.

2.02 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. All cheques, bills of exchange and other negotiable instruments issued or endorsed in the name of the Corporation shall be signed by two (2) Officers, employees or agents of the Corporation authorized by resolution of the Board. Other banking business of the Corporation shall be transacted by such Officer(s), employee(s) or agent(s) of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

2.03 Public Accountant and Level of Financial Review

The Corporation shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Act.

2.04 Annual Financial Statements

The Society shall send copies of the annual financial statements and any other documents required by the Act to the Members between 21 to 60 days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Society may:

- (a) give notice to the Members stating that such documents are available at the registered office of the Society and any Member may request a copy free of charge at the registered office or by prepaid mail; or
- (b) give notice to the Members stating that such documents are available electronically through a generally accessible electronic source, such as a website.

2.05 Registered Office

The registered office of the Society shall be situated in the province or territory specified in the Articles at such address as the Board may determine from time to time. The Directors may change the registered office to another place within the province specified in the Articles. A Special Resolution of the Members is required in order to authorize an amendment to the Articles to change the province in which the registered office of the Society is situated.

2.06 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers or Directors or as may be determined by the Board. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

2.07 Operating Policies

The Board may adopt, amend, or repeal by resolution such Operating Policies that are not inconsistent with the By-laws of the Corporation relating to such matters as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest, strategic direction, regional and Local Section interests, the official Journal and other publications of the Corporation, awards, financial affairs as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any Operating Policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

SECTION III MEMBERS

3.01 Conditions of Membership

Pursuant to the Articles, there shall be one (1) class of Members in the Corporation. Membership in the Corporation shall be limited to individuals who are members of one or more of the Societies. A member of any Society who meets the criteria for membership in

that Society and has been accepted into membership shall automatically become a Member of the Corporation upon becoming a member of the Society. Each Society shall provide the names and addresses of new members who have been admitted into membership in that Society to the Corporation in accordance with the Operating Policies. Membership shall be divided into subcategories of Membership based on membership in the Societies, as more particularly described in this By-law and in the Corporation's Operating Policies. All Members of the Corporation shall receive certain core services as shall be agreed upon between the Corporation and each of the Societies in an affiliation or similar agreement.

The Corporation shall have the following subcategories of Membership:

- (a) Membership – Full subcategory: All members of the Societies in the Full subcategory shall be members of the Corporation in the Full subcategory. A Member in the Full subcategory is entitled to use the letters “MCIC” after their name.
- (b) Membership - Associate subcategory: All members of the Societies in the Associate subcategory (who do not otherwise qualify for membership in the Full subcategory in any of the Societies) shall be members of the Corporation in the Associate subcategory. For example, Students are eligible to join a Society as a Member in the Associate Subcategory and are, therefore eligible as Members in the Associate Subcategory of the Corporation. A Member in the Associate subcategory is entitled to use the letters “ACIC” after their name.

Members shall have the privileges and pay the Membership fees, if any, set out in the Operating Policies. Membership terms shall be annual, subject to renewal.

3.02 Recognition of Members as Fellows

The Board may recognize a Member in the Full subcategory as a Fellow, on the recommendation of the Fellowship Committee, provided that the individual is or has been actively engaged in the practice, including the administration and teaching, of the Chemical Sciences and that the qualifications of such individual meet such standards as the Board may set out in the Operating Policies. Fellows shall have the right to use the letters “FCIC” after their names and shall be entitled to all the rights and privileges accorded a Fellow of the Corporation set out in the Operating Policies.

3.03 Recognition of Members as Honorary Fellows

Honorary Fellows are individuals to whom the Corporation wishes to grant special recognition. Nominations for Honorary Fellowship, sponsored by at least five (5) Members in the Full subcategory who are in good standing (as defined in Section 3.04), shall be submitted to the Chair of the Board through the registered office of the Corporation. Unanimous approval by the Board is required for an individual to be appointed and recognized as an Honorary Fellow. There shall be not more than twenty-

five (25) living Honorary Fellows at any time, of whom not more than ten (10) shall have been resident outside of Canada at the date of their election. Honorary Fellows are entitled to all the rights and privileges accorded a Fellow of the Corporation including the right to use the letters “FCIC” after their names. Honorary Fellows are exempt from payment of annual membership fees.

3.04 Membership Rights and being in Good Standing

A Member of the Corporation shall have the right to receive notice of, attend, speak and participate at all meetings of Members. A Member must be in “good standing” in order to vote at meetings of the Members. A Member shall be considered to be in good standing if the Member:

- (a) became a Member of the Corporation at least thirty (30) days before the meeting of Members;
- (b) has paid his/her annual membership fees to a Society within three (3) months after their due date; and
- (c) is not in the course of disciplinary action pursuant to Section 3.05.

A Member in good standing shall have one (1) vote at all meetings of Members.

3.05 Transfer of Membership

A membership may only be transferred to the Corporation.

3.06 Termination of Membership

Membership in the Corporation is terminated when:

- (a) the Member dies;
- (b) the Member ceases to meet the conditions for membership set out in section 3.01 and in particular, where a Member ceases, for any reason, to be a member of at least one of the Societies;
- (c) the Member resigns by delivering a written resignation to the Secretary of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- (d) the Member is removed as a Member of the Corporation in accordance with section 3.08;
- (e) the Member’s term of membership expires, subject to renewal in accordance with the operating policies; or

- (f) the Corporation is liquidated or dissolved under the Act.

If any Member ceases to be a Member of the Corporation, such individual shall cease using the initials after that his or her name, such as FCIC, MCIC or ACIC. Subject to the Articles, upon any termination of membership, the rights of the Member automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Director, an Officer and/or a committee member, as applicable, provided that the Board may, in its discretion, subsequently re-appoint such individual as an Officer or committee member if the Board deems it appropriate in the circumstances.

3.07 Membership Fees

The Board may determine the amount and the manner in which membership fees are to be paid which shall be set forth in the Operating Policies. Should a Member's fees to a Society become three (3) months in arrears, the Member shall not be in good standing and shall lose the right to vote at meetings of the Members of the Corporation and to receive the publications of the Corporation.

3.08 Discipline of Members

The Board may suspend or remove any Member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or Operating Policies of the Corporation;
- (b) the Member is convicted of a criminal offense or has behaved in a manner that causes or may cause serious damage to the reputation of the Corporation and/or the capacity of the Corporation, one or more of the Societies, journals, Local Sections or Subject Divisions to carry out mandated functions as determined by the Board in its sole discretion;
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

In the event that the Board proposes that a Member should be expelled or suspended from Membership in the Corporation, the Chair of the Board shall provide written notice to the Member of the reasons why this action is being considered at least eight (8) weeks before the Board meeting at which the matter is to be heard. The Member will then be given an opportunity to respond in writing and if the Member chooses to respond, such response shall be delivered to the Chair of the Board at least ten (10) days before the Board meeting at which the matter is to be heard. The Board shall notify the Member concerning its decision within ten (10) days of the date of such Board meeting.

If the Board makes the decision to suspend or revoke such person's Membership, the Member may appeal the decision within eight (8) weeks of receiving notification of the decision. The appeal will be considered by a committee of three (3) Past-Presidents or Chairs of the Corporation who are still Members and who have not previously been involved with the case. One of the three shall be chosen by the person whose membership has been revoked or suspended, one by the current Chair of the Board and the third, to act as committee chair, by these two committee members. The appeal committee shall consider the procedures followed and the evidence used to arrive at the decision. It may overturn the decision if it finds that improper procedures were followed or if there was bias or unfairness in arriving at the decision. Every effort shall be made to make a decision on appeal within four (4) months of the time when all three (3) appeal committee members have been chosen.

SECTION IV **MEETINGS OF MEMBERS**

4.01 Notice of Meetings

In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Where the Corporation provides notice electronically, as referred to in section 4.01(b), and if a Member requests that notice be given by non-electronic means, the Corporation shall give notice of the meeting to the Member so requesting in the manner set out in section 4.01(a).

Notice of a meeting of Members shall also be given to each Director and to the public accountant of the Corporation during a period of 21 to 60 days before the day on which the meeting is to be held. Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting. The Directors may fix a record date for determination of Members entitled to receive notice of any meeting of Members in accordance with the requirements of section 161 of the Act. Subject to the Act, a notice of meeting of Members provided by the Corporation shall include any Proposal submitted to the Corporation under section 4.13.

4.02 Place of Meetings

Meetings of Members may be held at any place within Canada as the Board may determine or outside Canada if all of the Members entitled to vote at such meeting so agree.

4.03 Annual Meetings

An annual meeting of Members shall be held at such time in each year, as the Board may from time to time determine, provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Corporation's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

4.04 Special Meetings

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. On written requisition by Members carrying not less than five percent (5%) of the votes that may be cast at a meeting of Members sought to be held, the Board shall call a special meeting of Members, unless the exceptions in the Act are met. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

4.05 Special Business

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is special business.

4.06 Waiving Notice

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.07 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-

laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

4.08 Chair of the Meeting

The chair of Members' meetings shall be the Chair of the Board or the Vice-Chair of the Board if the Chair of the Board is absent or unable to act. In the event that the Chair of the Board and the Vice-Chair of the Board are absent, the Members who are present and entitled to vote at the meeting shall choose a Member to chair the meeting.

4.09 Quorum

Subject to the Act, a quorum at any meeting of the Members shall be forty (40) Members present at the meeting. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a Member may be present in person, or by telephonic and/or by other electronic means.

4.10 Meetings Held by Electronic Means

A Members meeting may be held by telephonic or electronic means in accordance with the Act as follows:

- (a) Any person entitled to attend a meeting of Members may participate in the meeting by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility and the meeting complies with the requirements in the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.
- (b) Notwithstanding clause (a), if the Directors or Members of the Corporation call a meeting of Members, those Directors or Members, as the case may be, may determine that the meeting be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- (c) Any person participating in a meeting of Members by means of a telephonic, electronic or other communication facility and entitled to vote at such meeting, may vote using the communication facility that the Corporation has made available for that purpose. When a vote is to be taken at a meeting of Members, the voting may be carried out by means of a telephonic, electronic or other communication facility only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to

be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

4.11 Absentee Voting by Mail Ballot

A Member entitled to vote at a meeting of Members may vote by mailed-in ballot if the Corporation has a system that enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

4.12 Votes to Govern

At any meetings of the Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by Ordinary Resolution. In case of an equality of votes, the chair of the meeting shall not have a second or casting vote and the motion shall be lost.

4.13 Proposals at Annual Meetings

Subject to compliance with section 163 of the Act, a Member entitled to vote at an annual meeting may submit to the Corporation notice of any matter that the Member proposes to raise at the annual meeting (a "Proposal"). Any such Proposal may include nominations for the election of Directors if the Proposal is signed by not less than five per cent (5%) of the Members entitled to vote at the meeting. Subject to the Act, the Corporation shall include the Proposal in the notice of meeting and if so requested by the Member, shall also include a statement by the Member in support of the Proposal and the name and address of the Member. The Member who submitted the Proposal shall pay the cost of including the Proposal and any statement in the notice of meeting at which the Proposal is to be presented unless otherwise provided by Ordinary Resolution of the Members present at the meeting.

4.14 Resolution in Lieu of Meeting

A resolution in writing and signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members, unless a written statement is submitted to the Corporation by a Director or by the public accountant in relation to their resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

SECTION V **DIRECTORS**

5.01 Powers

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

5.02 Number of Directors

The Board shall consist of the minimum and maximum number of Directors specified in the Articles. The precise number of Directors on the Board shall be determined from time to time by the Members by Ordinary Resolution, or, if the Ordinary Resolution empowers the Directors to determine the number of Directors, by resolution of the Board.

5.03 Qualifications

Each Director shall be an individual who is not less than 18 years of age. Each Director shall be a Member of the Corporation in the Full subcategory. No person who has been found by a court in Canada or elsewhere to be mentally incompetent or who has the status of a bankrupt shall be a Director.

5.04 Composition of Board

The Board shall be comprised as far as possible of the following directors:

- (a) One (1) senior elected officer, preferably the president, of each of the Societies; and
- (b) Two (2) directors who shall also fill the positions of Chair and Vice-Chair of the Board.

5.05 Election of Directors and Term

- (a) Subject to the Articles, Directors shall be elected by the Members by Ordinary Resolution at an annual meeting of Members at which an election of Directors is required.
- (b) The term of office of Directors shall be one (1) year or as determined by Ordinary Resolution of the Members.
- (c) If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.
- (d) Directors shall be eligible for re-election for a maximum of two (2) consecutive one (1) year terms.

- (e) The Board shall establish a nominating committee, the details of which shall be set forth in the Operating Policies. In that event, the nominating committee will present a report to the Members for the election of Directors and such report will be prepared in accordance with the requirements of this By-law and the Operating Policies.

5.06 Ceasing to Hold Office

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with section 5.08, or no longer fulfils all of the qualifications to be a Director set out in section 5.03, as determined in the sole discretion of the Board. Where a person is no longer a Director, then such person shall be deemed to have also automatically resigned as a Member, an Officer and/or a committee member, as applicable, provided that the Board may in its discretion subsequently re-appoint such individual as an Officer or committee member if the Board deems it appropriate in the circumstances.

5.07 Resignation

A resignation of a Director becomes effective at the time a written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later.

5.08 Removal

The Members may, by Ordinary Resolution, passed at a meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

5.09 Filling Vacancies

In accordance with and subject to the Act and the Articles, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors, or from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

5.10 Delegation to Managing Director or Executive Committee

Subject to the Act, the Board may appoint from their number a managing director or a committee of Directors (which may be referred to as an executive committee) and delegate to the managing director or committee any of the powers of the Board, except

those which may not be delegated by the Board pursuant to subsection 138(2) of the Act. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its Members, to elect its chair and to otherwise regulate its procedure.

5.11 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure. The Chair shall be an *ex-officio* member of all committees of the Corporation. The terms of reference and other requirements relating to Committees of the Corporation, including without limitation the Finance Committee, Nominating Committee and Fellowship Committee shall be set forth in the Operating Policies.

5.12 Conflict of Interest

Every Director and Officer shall disclose to the Corporation the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the Corporation, in accordance with the manner and timing provided in section 141 of the Act.

5.13 Confidentiality

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

5.14 Indemnification

The Corporation shall provide present or former Directors or Officers with the indemnification described in section 151 of the Act.

5.15 Remuneration of Directors

As required by the Articles, Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be reimbursed for reasonable expenses incurred in performing his or her duties. A Director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

5.16 Remuneration of Officers, Agents, Employees

Any Officer, committee member or employee of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation in their respective capacities as an Officer, committee member or employee, subject to any policy in this regard that may be adopted by the Board from time to time.

SECTION VI MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the Board may be called by the Chair of the Board, the Vice-Chair of the Board or any two (2) Directors at any time.

6.02 Place of Meetings

Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Canada, as the Board may determine.

6.03 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 12.01 of this By-law to every Director of the Corporation not less than 48 hours before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

6.04 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if notice is required to be given because a matter referred to in subsection 138(2) of the Act, is to be dealt with at the meetings.

6.05 Participation at Meeting by Telephone or Electronic Means

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

6.06 Quorum

At any meeting of the Board, a majority of the number of Directors specified in the Articles constitutes a quorum at any meeting of the Board, provided that where there is a minimum and maximum number of Directors specified in the Articles, a quorum shall be a majority of the number of Directors determined in accordance with section 5.02. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

6.07 Votes to Govern

Each Director may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting, the Chair shall not be entitled to a second or casting vote, and the motion shall be lost.

6.08 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

**SECTION VII
OFFICERS**

7.01 Appointment

The Board may designate the offices of the Corporation, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. The Members shall elect the Chair of the Board and Vice-Chair of the Board (who shall also be elected as Directors of the Corporation at the same meeting) in accordance with the procedure set forth in the Operating Policies. The Board shall appoint the Executive Director and Secretary who shall hold office in accordance with the terms of engagement of such officer(s). A Director may be appointed to any office of the Corporation. An

Officer may, but need not be, a Director unless this By-law otherwise provides. Two or more offices may be held by the same person.

7.02 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) **Chair of the Board** - The Chair of the Board shall be a Director. The Chair of the Board shall, when present, preside at all meetings of the Board and of the Members.
- (b) **Vice-Chair of the Board** - The Vice-Chair of the Board, if one is to be appointed, shall be a Director. If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board, if any, shall, when present, preside at all meetings of the Board and of the Members.
- (c) **Secretary** - If appointed, the Secretary shall attend and be the Secretary of all meetings of the Board, Members and committees of the Board. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- (d) **Executive Director** - The Executive Director, if one is appointed, shall supervise the day to day operations and administration of the Corporation. The Board may delegate to the Executive Director the power to manage and direct the business and affairs of the Corporation and to employ and discharge agents and employees of the Corporation. The Executive Director shall conform to all lawful orders given by the Board of Directors of the Corporation and shall at all reasonable times give to the Board all information it may require regarding the affairs of the Corporation. If no Secretary is appointed, the Executive Director shall perform all of the duties of the Secretary. The Executive Director shall act as executive secretary of the Societies.

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or the Chair requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

7.03 Term of Office

Officers shall hold their position for a period of one (1) year, or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual general meeting. Officers may be elected for an additional term of one (1) year, but in no event shall an elected Officer remain in the same office for more than two (2) years.

7.04 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed;
- (b) the Officer's resignation;
- (c) such Officer ceasing to be a Director (if a necessary qualification of this appointment); or
- (d) such Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Board may appoint a person to fill such vacancy. Should the office of Chair become vacant, the Vice-Chair shall automatically fill the vacant position of Chair for the unexpired portion of the term so vacated and shall perform all of the duties associated with such position. Should the office of Vice-Chair become vacant at any time, the Board shall, as soon as practicable, support a Member in good standing in the Full Subcategory to fill the position of Vice-Chair for the unexpired portion of the term so vacated. If after election, the Chair is required to be outside of Canada for any reason for a period of more than ninety (90) consecutive days, then the Chair shall resign the position and it shall be filled by the Vice-Chair. If after election, the Vice-Chair is required to be outside of Canada for any reason for a period of more than ninety (90) consecutive days, then the Vice-Chair shall resign the position and the Board shall, as soon as practicable, appoint a Member in good standing in the Full Subcategory to fill the position of Vice-Chair for the unexpired portion of the term so vacated.

SECTION VIII
CONSTITUENT SOCIETIES

(this section deleted; Roland Andersson, Feb 22)

SECTION IX

LOCAL SECTIONS

9.01 Establishment

The Board may establish a local section (“Section”) of the Corporation in any area or municipality at the written request of thirty (30) or more Members residing in such area and, if formed, shall be designated by a suitable name indicative of the area. All Members of the Corporation residing in such areas shall automatically be members of the Section so formed. The Board may combine, subdivide or discontinue such Sections as the need arises. Members of a Society in an area may form a Section of that Society in accordance with the By-laws of that Society and after consultation with the Board.

9.02 Section Regulations

The Board shall approve policies relating to the Sections which shall be contained in a document referred to as the “Section Regulations”. The Section Regulations shall cover such matters as membership, limitations of authority, organization, function and operation of the Societies as the Board determines to be appropriate for the purpose of ensuring that the Sections are furthering the purposes of the Corporation and complying with applicable laws, the Articles of the Corporation, the Operating Policies and these By-laws. The Board shall ensure that each Section receives an up to date copy of the Section Regulations. The Board may amend the Section Regulations from time to time and shall provide a copy of the amended document to the Sections within ten (10) days of such amendment being approved by the Board.

9.03 Responsibilities

Each Section will comply with the Articles and By-laws of the Corporation, the Section Regulations, any strategic plan of the Corporation in effect from time to time, and any Trade-Mark policies, Operating Policies and other policies established by the Corporation from time to time.

9.04 Application of By-law Sections

Sections 8.05, 8.06, 8.08 and 8.09 of this By-law shall apply, with necessary changes, to Sections with all references to “Societies” or a “Society” being changed as the context so requires to “Sections” or “Section”.

9.05 Local Sections Affiliating with Societies

Sections may affiliate with one or more of the Societies. Joint Sections of all Societies shall be known as “CIC Sections”. Such Sections should have members of all Societies on their Executive Committee, and the alternation of the Chair and the nature of the program should reflect the diversity of the membership.

9.06 Executive Committee

Sections shall elect annually from their membership an executive committee consisting of a chair and secretary-treasurer and such other officers as may be deemed necessary. Sections shall adopt by-laws which are not inconsistent with the By-laws of the Corporation providing for the election of officers, the holding of meetings, and other matters of local jurisdiction but such by-laws shall not come into force until approved by the Board. The immediate past chair of the Section and a representative from each Student Chapter in the area shall be members of the executive committee of the Section. A member of the executive committee of the Section shall be an ex officio member of the executive committee(s) of the Student Chapter(s) in the area.

9.07 Accountability

A Section shall not publicly enunciate any policy on behalf of the Corporation without first consulting with and obtaining the approval of the Board. Each Section shall present an annual report of its activities and a financial statement to the Boards of the Corporation and the Societies. Sections shall communicate to the Society Boards through the appropriate Society Board members to whom this responsibility has been assigned, and to the Board through an elected Officer of the Corporation.

9.08 Meetings

Sections shall provide the means for implementing the purposes of the Corporation by holding periodic meetings within their areas and by any other means which may be determined by the executive committees of the Sections. A meeting of representatives from all Sections shall be held annually, presided over by an elected Officer of the Corporation, to provide a forum dedicated solely to regional views and issues and to provide a direct route for communication with the Board and the Societies. Meetings of Section representatives shall take place at the annual conference of the Societies. Sections in a particular geographic region are also encouraged to meet on a regular basis.

9.09 Finances

Sections shall be supported financially in part, where necessary, by such grants as the Board shall approve on the recommendation of the Finance Committee. The Corporation shall not be liable for any expenses incurred or obligations undertaken by Sections without the prior written approval of the Board.

9.10 Dissolution or Amalgamation

If a Section becomes inactive or dysfunctional, the Board may, after making efforts to see whether the situation can be resolved, dissolve the Section in accordance with these By-laws or amalgamate it with a nearby Section. If a Section is dissolved or amalgamated, any assets of the Section are the property of the Corporation. In the case of an amalgamation, the Board may, at its discretion, provide some or all of these assets to the

new enlarged Section.

SECTION X **SUBJECT DIVISIONS**

10.01 Establishment

Societies may establish Subject Divisions (Divisions) for Members of the Corporation having a common interest in special branches of the Chemical Sciences. Such Divisions may be affiliated with one or more of the Societies and shall be subject to any rules and regulations established by the Society or Societies with which they are affiliated.

10.02 Subject Division Regulations

The Board may approve policies relating to the Subject Divisions which shall be contained in a document referred to as the “Subject Division Regulations”. The Subject Division Regulations shall cover such matters as membership, limitations of authority, organization, function and operation of the Subject Divisions as the Board determines to be appropriate for the purpose of ensuring that the Subject Divisions are furthering the purposes of the Corporation and complying with applicable laws, the Articles of the Corporation, the Operating Policies, and these By-laws. The Board shall ensure that each Subject Division receives an up to date copy of the Subject Division Regulations. The Board may amend the Subject Division Regulations from time to time and shall provide a copy of the amended document to the Subject Divisions within ten (10) days of such amendment being approved by the Board.

10.03 Responsibilities

Each Subject Division will comply with the Articles and By-laws of the Corporation, the Subject Division Regulations, any strategic plan of the Corporation in effect from time to time, and any Trade-Mark policies, Operating Policies and other policies established by the Corporation from time to time.

10.04 Application of By-law Sections

Sections 8.05, 8.06, 8.08 and 8.09 of this By-law shall apply, with necessary changes, to Subject Divisions with all references to “Societies” or a “Society” being changed as the context so requires to “Subject Divisions” or “Subject Division”.

10.05 Membership

Each Member of the Corporation shall be entitled to be a member of any Division established by the Societies. The Finance Committee may authorize a Division to charge a membership fee.

SECTION XI **STUDENT CHAPTERS**

11.01 Establishment

Student Chapters may be established by Societies at universities, colleges or institutes. The formation of such Chapters shall be in accordance with the By-laws of the Society concerned.

11.02 Accountability

Chapters shall have the right to nominate one of their members to the executive committee of the Section representing the area in which the university, college or institute is located. A member of the executive committee of the Section shall be an *ex-officio* member of the executive committee(s) of the Student Chapter(s) in the area.

SECTION XII **NOTICES**

12.01 Method of Giving Notices

Subject to sections 4.01 and 6.03, any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer, member of a committee of the Board, or the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Corporation in accordance with the Act and received by Corporations Canada; or
- (a) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (b) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (c) if provided in the form of an electronic document in accordance with the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant, or member of a

committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

12.02 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

12.03 Undelivered Notices

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notices to such Member until such Member informs the Corporation in writing of his or her new address.

12.04 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

12.05 Waiver of Notice

Any Member, Director, Officer, member of a committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

SECTION XIII ARTICLES AND BY-LAWS

13.01 Amendment of Articles

The Articles of the Corporation may only be amended if the amendment is sanctioned by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

13.02 By-law Confirmation

In accordance with the Articles and subject to the Act, any By-law, amendment or repeal of a By-law shall require confirmation by Special Resolution of the Members.

13.03 Effective Date of Board Initiated By-law, Amendment or Repeal

Subject to the Articles and Section 13.04 of this By-law, the Board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by Special Resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

13.04 Effective Date of By-law, Amendment or Repeal under Subsection 197(1)

A Special Resolution of the Members is required to make any amendment to the Articles or the By-laws of the Corporation with respect to the matters listed in Subsection 197(1) of the Act. A By-law made, amended or repealed under Subsection 197(1) is effective from the date of the Special Resolution of Members approving such By-law, amendment or repeal and need not be submitted to the Board for approval.

**SECTION XIV
EFFECTIVE DATE**

14.01 Effective Date

This By-law is effective upon the issuance of a Certificate of Continuance of the Corporation by the federal Government under the *Canada Not-for-Profit Corporations Act* and approval of the By-law by Special Resolution of the Members.

ENACTED by the Directors of the Corporation this ___ day of _____, ____.

Chair of the Board

Secretary

APPROVED by the Members of the Corporation this ___ day of _____, ____.

Secretary