



**Canadian Society for Chemical Technology
Société canadienne de technologie chimique**

GENERAL OPERATING BY-LAW NO. 1

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

Canadian Society for Chemical Technology Société canadienne de technologie chimique

(the “Society”)

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BY-LAW NO. 1

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

Canadian Society for Chemical Technology Société canadienne de technologie chimique

(the "Society")

BE IT ENACTED as a by-law of the Society as follows:

SECTION I **INTERPRETATION**

1.01 Definitions

In this by-law and all other by-laws and resolutions of the Society, unless the context otherwise requires:

- (a) "Act" means the *Canada Corporations Act*, R.S.C. 1970, c. C-32, including any regulations made pursuant thereto, and any statute or regulations substituted therefor, as amended from time to time;
- (b) "board" means the board of directors of the Society and "director" means a member of the board;
- (c) "by-laws" means this by-law and all other by-laws of the Society as amended and which are, from time to time, in force and effect;
- (d) "executive officers" means the president, vice-president and treasurer of the Society;
- (e) "Institute" means The Chemical Institute of Canada/L'Institut de chimie du Canada referred to in Section 2.01;
- (f) "letters patent" means the letters patent as amended from time to time including any letters patent of continuance in the event of subsequent substitution of the Act;
- (g) "meeting of members" includes an annual meeting of members and a special meeting of members; and

- (h) "special meeting of members" means a special meeting of all members entitled to vote at an annual meeting of members and a meeting of any class or classes of members entitled to vote on the question at issue.

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 shall include the plural and *vice versa*;
- (c) the word "person" shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his capacity as trustee, executor, administrator, or other legal representative;
- (d) words importing the masculine gender include the feminine and neuter genders and
- (e) the headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

SECTION II **GENERAL**

2.01 Status as a Constituent Society

The Society is a constituent society of The Chemical Institute of Canada/L'Institut de chimie du Canada and is the designated arm of the Institute in all matters pertaining to chemical technologists and technicians nationally and internationally. As a constituent society of the Institute, the Society is subject to the by-laws of the Institute concerning constituent societies.

2.02 Registered Office

The head office of the Society shall be in the City of Ottawa, in the Province of Ontario subject to change by by-law sanctioned by at least 2/3 of the votes cast at a special meeting of members.

2.03 Corporate Seal

The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Society.

2.04 Fiscal Year

The fiscal year of the Society shall be December 31st unless otherwise determined by the board of directors.

2.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Society may be signed by any two (2) of its officers, providing one of them is always the president or vice-president. Notwithstanding the foregoing, 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 thereto.

2.06 Banking

The banking business of the Society 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 of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part thereof shall be transacted by an officer or officers of the Society and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

2.07 Auditors

The members shall at each annual meeting appoint an auditor to audit the accounts of the Society for report to members who shall hold office until the next following annual meeting provided, however, the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors. The auditor may not be a director, officer or employee of the Society, unless the consent of all members has been obtained.

SECTION III **DIRECTORS**

3.01 Powers

Subject to the Act and the letters patent, the board of directors shall manage or supervise the management of the activities and affairs of the Society.

3.02 First Directors

The applicants for incorporation shall become the first directors of the Society whose term of office on the board of directors shall continue until their successors are elected at the first meeting of members. The board of directors elected at the first meeting of members following incorporation shall replace the provisional directors named in the letters patent.

3.03 Number and Composition

The board of directors of the Society shall be comprised of the most recent living past-president of the Society and up to twelve (12) directors, three (3) of whom shall be the executive officers; provided that there shall always be a minimum of three (3) directors of the Society as required by the Act.

3.04 Qualifications

Each director shall be an individual who is not less than 18 years of age. A director must be a Full member of the Society. No person who has been found by a court in Canada or elsewhere to be incapable or who has the status of a bankrupt shall be a director. If a director acquires the status of a bankrupt or becomes incapable and is so found, such person shall thereupon cease to be a director.

3.05 Election of Directors by Members

Subject to the provisions of this by-law, except in the case of the first board of directors elected following incorporation who shall be elected without reference to the nominations process, the directors shall be elected by the members by mail or electronic ballot in accordance with the process provided under Section 5.01, Nominating Committee.

3.06 Term

The directors elected at the first meeting of members following enactment of this by-law shall be elected so that approximately one-third (1/3) shall hold office for one (1) year, one-third (1/3) shall hold office for two (2) years and one-third (1/3) shall hold office for three (3) years (the "Initial Terms"). Upon expiry of the Initial Terms, directors shall be elected for terms of three (3) years from the date of the meeting at which their election is announced until the third annual meeting next following or until the director's successor is elected. Thereafter, at each annual meeting of members, a number of directors equal to the number of directors retiring shall be elected by the members to serve terms of three (3) years each, it being the intention that directors shall be elected and shall retire in rotation. Directors shall be eligible for re-election for a maximum of two (2) consecutive terms, not including the Initial Terms.

3.07 Vacation of Office

A director ceases to hold office when the director dies, resigns, is removed from office by the members, or becomes disqualified to serve as director. The office of any director who is absent from three (3) consecutive regular board meetings shall be declared vacant, unless extenuating circumstances acceptable to the board can be shown.

3.08 Resignation

A director may resign from office by giving a written resignation to the Society and such resignation becomes effective when received by the Society or at the time specified in the resignation, whichever is later.

3.09 Removal

Subject to the Act, the members may, by ordinary resolution passed at a special 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.

3.10 Filling Vacancies

Subject to Section 3.09 above and to the provisions of the Act, a vacancy on the board may be filled for the remainder of its term by a qualified individual by resolution of a quorum of the board. If there is not a quorum of directors or if a vacancy results from the failure to elect the number of directors required to be elected at any meeting of members, the directors then in office shall forthwith call a special meeting of members to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any member.

3.11 Remuneration of Directors

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director; provided that a director may be reimbursed for reasonable expenses incurred by the director in the performance of the director's duties.

3.12 Borrowing Power of Board

The board of directors of the Society may from time to time:

- (a) borrow money on the credit of the Society;
- (b) limit or increase the amount to be borrowed;
- (c) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock,

notes or other like liabilities whether secured or unsecured) of the Society;

- (d) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Society, including book debts, rights, powers and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Society; and
- (e) delegate the powers conferred on the board under this paragraph to such officer or officers of the Society and to such extent and in such manner as the directors shall determine.

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Society possessed by its directors or officers independently of this by-law.

SECTION IV

MEETINGS OF DIRECTORS

4.01 Place of Meetings

Meetings of the board may be held at the head office of the Society or at any other place within or outside of Canada, as the board may determine.

4.02 Calling of Meetings

Meetings of the board may be called by the president, the vice-president or any two (2) directors at any time.

4.03 Notice of Meeting

Unless sent by mail, forty-eight (48) hours notice of a meeting of the board of directors shall be given to each director. Notice of any such meeting of the board that is sent by mail shall be served in the manner specified in Section 11.01 of this by-law not less than fourteen (14) days (exclusive of the day on which the notice is delivered or sent but inclusive of the date for which the notice is given) before the meeting is to take place. Notwithstanding the foregoing, 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.

4.04 First Meeting of New Board

Provided that a quorum of directors is present, a newly elected board may, without notice, hold its first meeting immediately following the meeting of members at which such board is elected.

4.05 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, and no other notice shall be required for any such regular meeting.

4.06 Quorum

A majority of the directors in office shall form a quorum for the transaction of business. For the purpose of determining quorum, a director may be present in person, or, if authorized under Section 4.07 below, by teleconference and/or by other electronic means.

4.07 Participation at Meeting by Telephone or Electronic Means

The directors may, if all are in agreement and have provided their written consent, participate in a board meeting using telephonic, electronic or other means permitting all participants to communicate adequately with each other during the meeting provided that:

- (a) the board of directors of the Society has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes; and
- (b) each director has equal access to the specific means of communication to be used.

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 written consent pursuant to this section may be given before or after the meeting to which it relates and may be a "blanket" consent, relating to all meetings of the board and/or committees of the board.

4.08 Chairperson of the Meeting

In the event that the president and the vice-president are absent, the directors who are present shall choose one of their number to chair the meeting.

4.09 Votes to Govern

Each director is authorized to 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 chairperson of the meeting in addition to an original vote shall have a second or casting vote.

4.10 Disclosure of Interest

A director or officer of the Society shall disclose in writing to the Society or request to have entered in the minutes of meetings of directors or committees of directors, the nature and extent of any interest that the director or officer has in any material contract or material transaction whether made or proposed, with the Society if the director or officer:

- (a) is a party to the contract or transaction,
- (b) is a director or officer, or an individual acting in a similar capacity, of a party to the contract or transaction or
- (c) has a material interest in a party to the contract or transaction.

Disclosure shall be made at the time and in the manner required by the Act, and a director or officer so having an interest in a contract or transaction shall, unless expressly permitted by the Act, not vote on any resolution to approve the contract or transaction.

4.11 Delegation

Subject to the Act, the board may appoint from their number a managing director or a committee of directors and delegate to the managing director or committee any of the powers of the board.

4.12 Remuneration of Officers, Agents, Employees

The remuneration of officers, agents, employees and committee members shall, subject to the other provisions of this by-law, be fixed by the board of directors by resolution provided that the board of directors may delegate this function to an officer or officers of the Society.

SECTION V **COMMITTEES**

5.01 Nominating Committee

The board of directors shall appoint a nominating committee, the members of which shall hold office for a term of one (1) year from the date of their appointment, or until their successors are appointed. The nominating committee shall be comprised of a minimum of three (3) committee members including a past-president of the Society who may serve as committee chair. In the event that the past-president is unable or unwilling to act as chair of the nominating committee, the board of directors shall select an alternative person to act as chair.

The primary task of the nominating committee shall be to recruit and secure strong balanced leadership for the Society. In so doing, the nominating committee shall strive to ensure that the board of directors is made up of representatives from industry, from universities and from government with due regard to geographic and other interests of the membership of the Society and any particular skill sets that may be required on the board of directors. The nominating committee shall carry out its duties in accordance with the following process:

- (a) The nominating committee will prepare a report to the board of directors which will include a slate of candidates for each director's office and for each executive officer position which is or which will become vacant and for which the members will be electing a replacement; provided that such slate of nominees will not exceed the number of vacancies on the board. The report shall be delivered to the president of the Society within such timeframe as the board of directors shall prescribe. The report shall include a brief biographical sketch of each nominee and confirmation of the consent of each nominee to stand for election as director and/or officer, as the case may be. The nominating committee's report shall be subject to approval by the board of directors.
- (b) Within such further time frame as the board shall prescribe, the nominating committee shall send a report to the voting members, including the nominees' biographical information and shall invite the voting members to submit further nominations for the positions that will be or become vacant at the next annual meeting within the timeframe established by the board. The nominating committee shall specify that any new nominations received from the voting membership in this manner must be supported by at least ten (10) voting members of the Society, include a brief biographical sketch of the nominees and the written consent of the nominees to serve if elected.
- (c) In the event that no further nominations are received from the members within the timeframe stipulated by the board, the nominees listed in the report of the nominating committee shall be acclaimed and shall be announced at the annual general meeting.
- (d) If further nominations are received so that there are more nominations for board or executive positions than the number of vacancies, then the chair of the nominating committee shall send a notice to the voting members including a complete listing of the nominees, their biographical sketches and an election ballot. The notice will require the voting members of the Society to return their completed election ballots to the head office within the number of days that has been prescribed by the board. The nominating committee shall include on the election ballot the names of any nominees whose nomination is supported in writing by ten (10) or more voting members of the Society.

- (e) The completed election ballots must be returned to the chair of the nominating committee in accordance with the Society's policy regarding the completion and return of election ballots.
- (f) The counting and calculation of election results shall be carried out in accordance with the Society's policy in this regard provided that the individual (or individuals in the event that more than one director or executive officer is to be elected) receiving the highest number of votes by election ballot shall be considered duly elected by the members, such election to be effective at the annual general meeting immediately following. In the case of a tie vote, the president shall cast a deciding vote. The election of directors and executive officers in this manner shall be announced at the annual general meeting.
- (g) The nominating committee will also make recommendations to the board of directors regarding names of persons to fill vacancies on the board, among the executive officers or on committees that occur throughout the year.

Any committee member may be removed by resolution of the board of directors. The board of directors may fix any remuneration for committee members who are not also directors of the Society.

5.02 Other Committees

The board may appoint a committee on admissions and any other committee or 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 such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors. The board of directors may fix any remuneration for committee members who are not also directors of the Society. 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 chairman and to otherwise regulate its procedure.

SECTION VI EXECUTIVE DIRECTOR

6.01 Executive Director

The board of directors may from time to time engage an executive director of the Society who shall hold office in accordance with the terms of his or her contract of engagement with the Society. The executive director shall be an administrative officer of the Society and shall occupy the position of secretary. The executive director of the Society may be the same person as the executive director of the Institute. The executive director shall conform to all lawful orders given

by the board of directors of the Society and shall at all reasonable times give to the board any information they may require regarding the affairs of the Society. The executive director may resign from the position by delivering a written resignation to the president of the Society. Unless otherwise determined by the board of directors, the executive director shall have full power to hire employees of the Society, as may be required.

SECTION VII **OFFICERS**

7.01 Election and Appointment

Except in the case of the first executive officers appointed following incorporation who shall be appointed by the board of directors without reference to the nominations process, the executive officers shall be elected by the members by ballot in accordance with the nominations process described in Section 5.01 of this by-law. The term of office of the president, vice-president and past-president shall be two (2) years and the term of office of the treasurer shall be three (3) years. The board shall appoint a secretary and any other office as it shall determine to be necessary to hold office on an annual basis. The board shall specify the duties of the officers and, subject to the Act, delegate to such officers the power to manage the affairs of the Society.

An officer must be a director and a member of the Society unless otherwise provided by this by-law. 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 Society, if designated and if officers are appointed thereto, shall have the following duties and powers associated therewith:

- (a) **President** - The president shall be the chief executive officer and shall, when present, preside at all meetings of the board of directors, committees of directors, if any, and the members. The President shall be responsible for the general and active management of the business of the Society and shall see that all orders and resolutions of the board are carried into effect.
- (b) **Vice-President** - The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such duties as shall, from time to time, be imposed by the board.
- (c) **Secretary**- The secretary shall, when in attendance, shall be the secretary of all meetings of the board, members and committees of the board and, whether or not the secretary attends, the secretary shall enter or cause to be entered in the Society'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 auditor and

members of committees; the secretary shall be the custodian of the corporate seal as well as all books, papers, records, documents and other instruments belonging to the Society. The executive director of the Society may fulfill the duties of the secretary.

- (d) **Treasurer** - The treasurer shall keep a full and accurate record of receipts and disbursement in a form acceptable to the board of directors and shall generally undertake all such duties and prepare all such reports regarding the financial affairs of the Society as the board may require from time to time.

The duties of all other officers of the Society shall be such as the terms of their engagement call for or the board requires of them.

7.03 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 Society. 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 or a member; or
- (d) such officer's death,

whichever shall first occur. If the office of any officer of the Society shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

7.04 Remuneration of Officers

The remuneration of all officers appointed by the board of directors shall be determined from time to time by resolution of the board of directors except that no officer who is also a director shall be entitled to receive remuneration for acting as such. All officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the officer's duties.

7.05 Agents and Attorneys

Subject to the by-laws, the board may authorize any officer from time to time to appoint agents or attorneys for the Society in or out of Canada with such powers of management, administration or otherwise as the board considers fit.

SECTION VIII
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

8.01 Limitation of Liability

Except as otherwise provided in the Act, no director or officer for the time being of the Society shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by the Society or for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Society or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own wilful neglect or default.

8.02 Indemnity of Directors and Officers

Subject to the Act, the Society may indemnify a director or officer of the Society, a former director or officer of the Society or another individual who acts or acted at the Society's request as a director or officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative action or other proceeding in which the individual is involved because of that association with the corporation or other entity if,

- (a) he acted honestly and in good faith with a view to the best interests of the Society or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Society's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

The Society may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

8.03 Insurance

The Society may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Society pursuant to the immediately preceding section.

SECTION IX **MEMBERS**

9.01 Membership in the Society

There shall be four (4) classes of membership in the Society, namely, Full members, Associate members, Honorary members and Student members and all existing members of the unincorporated Society as of the effective date of the Society's letters patent shall automatically have their memberships transferred to the Society on that date into the respective classes of membership set out below.

All new applications for membership in the Society shall be in writing, signed by the applicant, in such form and in such detail as may be prescribed by the Society, on a membership form approved by the board of directors.

The board of directors of the Society shall approve the admission of the members of the Society or the board may authorize a committee or officer of the Society to admit members in accordance with the by-laws and any membership policies that may be approved by the board of directors from time to time. Each member shall be promptly informed by the Society of their admission as a member and upon acceptance as a member, each new member shall agree to conform with the letters patent, by-laws, policies and code of ethics of the Society.

All members of the Society shall automatically become members of the Institute.

The following classes of members are hereby established:

A. Full Members

- (i) Full membership shall be available to an applicant for Full membership who:

- (a) holds a valid certification as a Chemical Technologist under the Certification Scheme of the Society or who holds valid certification as a Senior Chemical Technician under the Certification scheme of the Society and has at least two years' experience in the profession of Chemical Technology after graduation;
 - (b) is a member of a provincial or territorial association of technologists approved by the Society as having membership requirements substantially similar to those in (a) above;
 - (c) has evidence of technological education and/or training which is accepted by the Committee on Admissions as equivalent to that required in (a) above or who is a graduate of a program accredited by the Society and has the experience requirements described in (a) above.
 - (d) is involved in the education of chemical technologists and shall have qualifications equivalent to those required of a Full member of any constituent society of the Institute.
- (ii) Each Full member shall automatically become a Full member of the Institute and shall be entitled to use the initials "MCIC".
 - (iii) Each Full member is entitled to receive notice of, attend and vote at all meetings of members and each Full member shall be entitled to one (1) vote at such meetings.
 - (iv) Full members shall be entitled to all of the privileges of membership in the Society.

B. Honorary Members

- (i) Honorary membership shall be available to up to ten (10) individuals at any one time to whom the Society wishes to grant special recognition.
- (ii) Each Honorary member is entitled to receive notice of, attend and vote at all meetings of members and each Honorary member shall be entitled to one (1) vote at such meetings.
- (iii) Honorary members shall not hold national office.
- (iv) Honorary members shall not be required to pay membership fees.
- (v) Honorary members shall be entitled to all of the privileges of membership in the Society.

C. Associate Members

- (i) Associate membership shall be available to applicants interested in furthering the objects of the Society who are associated with the practice of, or who have an interest in Chemical Technology, but who do not qualify for admission as Full members of the Society.
- (ii) Each Associate member shall automatically become an Associate member of the Institute and only Associate members shall be entitled to use the initials “ACIC”.
- (iii) Each Associate member is entitled to receive notice of, attend and vote at all meetings of members and each Associate member shall be entitled to one (1) vote at such meetings except that an Associate member shall not be entitled to vote on the amendment, enactment or repeal of any by-law of the Society or to be nominated or elected as an officer or director of the Society.

D. Student Members

- (i) Student membership shall be available to individuals enrolled as students in a Canadian post-secondary educational establishment and who are pursuing a course of study with the aim of qualifying as a Full member of the Society.
- (ii) A Student member is not entitled to receive notice of, attend or vote at any meeting of the members; provided that the board of directors may extend an invitation to Student members to attend a members' meeting for informational purposes.
- (iii) A Student member is not entitled to be an officer or director of the Society.
- (ii) Subject to this by-law, a Student member may be offered Associate membership in the Society in the final year before graduation.

9.02 Termination of Membership

Subject to the Act, the interest of a member in the Society is non-transferable and lapses and ceases to exist upon the earlier of the member's term of membership expiring (if any), the member's resignation, death or removal in accordance with this by-law, in the event of the dissolution of the Society or for any other reason provided in this by-law.

9.03 Resignation

Any member may resign as a member by delivering a written resignation to the president of the Society. A resignation shall be effective from the date specified in the resignation. In the event

of resignation, the member shall be responsible to the Society for the payment of all membership dues up to and including the effective date of resignation.

9.04 Removal

A member may be expelled as a member of the Society if at a special meeting of members, a resolution is passed to remove the member by at least two-thirds (2/3) of the votes cast at the special meeting of member.

9.05 Reinstatement

Any member who has ceased to be a member for any reason whatsoever, may at any time reapply for membership. The member may be readmitted to membership on such terms and conditions as the board may determine.

9.06 Membership Fees

The Secretary shall notify any member whose membership fees become more than two months in arrears. Should the fees become three months in arrears, the member shall be listed as a delinquent member and shall lose the right to vote (if any) and to receive the publications of the Society and of the Institute. Should the fees become six months in arrears, the member shall again be notified and if the fees become one year in arrears, the delinquent member shall cease to be a member of the Society. The board of directors, in its discretion, may waive payment of fees in extraordinary circumstances.

9.07 Votes

Subject to this by-law and in particular to Section 9.01 C(iii), every Full member, Associate member and Honorary member of the Society is each entitled to one (1) vote at meetings of members.

SECTION X MEETINGS OF MEMBERS

10.01 Annual Meetings

Subject to the by-laws, the board shall call, at such date and time as it determines, an annual meeting of members for the purpose of considering the financial statements and reports of the Society pursuant to the Act, electing directors, appointing the auditor and transacting such other business as may properly be brought before the meeting.

10.02 Special Meetings

The board of directors may at any time call a special meeting of members for the transaction of any business which may properly be brought before the members. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than 10% of the voting rights.

10.03 Place of Meetings

Subject to compliance with Section 102 of the Act, meetings of the members may be held at any place within Canada or, if a majority of the members so agree, outside Canada.

10.04 Special Business

All business transacted at a special meeting or an annual meeting of members, except consideration of the minutes of an earlier meeting, the financial statements and the auditor's report, election of directors and reappointment of the incumbent auditor constitutes special business.

10.05 Notice of Meetings

Notice of the time and place of a meeting of members shall be provided in the manner provided in Section 11.01 of this by-law to the following:

- (a) each member entitled to vote at the meeting (which may be determined in accordance with any record date fixed by the board of directors or failing which, in accordance with the Act);
- (b) each director; and
- (c) the auditor of the Society

not less than fourteen (14) days before the meeting is to take place. Notice of a 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 resolution or by-law to be submitted to the meeting.

10.06 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.

10.07 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 auditor of the Society and such other persons who are entitled or required under any provision of the Act, the letters patent or by-laws of the Society to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

10.08 Chairperson of the Meeting

In the event that the president and the vice-president are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

10.09 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be that number of members which is equal to a majority of the board of directors in office at the time of the meeting of members, such members to be 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. If the Society has only one member, the member present in person constitutes a meeting. For the purpose of determining quorum, a member may be present in person, or, if authorized under Section 10.10, by telephonic and/or by other electronic means.

10.10 Participation at Meetings by Telephone or Electronic Means

Any person entitled to attend a meeting of members may participate in the meeting using telephonic, electronic or other communications facility permitting all participants to communicate adequately with each other during the meeting provided that:

- (a) the board of directors of the Society has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- (b) the Society makes available such a communication facility or the person in question has access to such a communication facility; and
- (c) each person has consented in advance to meeting by such means and a written consent pursuant to this section may be given before or after the meeting to which it relates and may be a "blanket" consent, relating to all meetings of the members.

A person participating by telephonic, electronic or other communication facility may vote by any such means if the 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 Society without it being possible for the Society to identify how a particular member or group of members voted.

A person participating in the meeting by any such means shall be deemed to have been present at that meeting.

10.11 Adjournment

The chairperson of any meeting of members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

10.12 Absentee Voting

Subject to compliance with the Act, in addition to voting in person, every member entitled to vote at a meeting of members may vote by either of the following means:

- (a) except where the Act requires a meeting of members with respect to the matter to be voted on by the members, by using a mail ballot in the form provided by the Society; or
- (b) by means of a telephonic, electronic or other communication facility, if the 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 Society without it being possible for the Society to identify how each member voted.

10.13 Votes to Govern

At all meetings of the members, every question shall be determined by a majority of votes unless otherwise specifically provided by the Act or by this by-law. In case of an equality of votes, the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

10.14 Ballots

For any question proposed for consideration at a meeting of members, either before or after a vote by show of hands has been taken, the chair of the meeting, or any member may demand a ballot, in which case the ballot shall be taken in such manner as the chair directs and the decision of the members on the question shall be determined by the result of such ballot.

SECTION XI

NOTICES

11.01 Method of Giving Notices

Any notice, communication or other document required to be given by the Society to a member, director, officer, or auditor of the Society pursuant to the Act, the letters patent or by-laws or otherwise shall be sufficiently given to such person if:

- (a) delivered personally, in which case it shall be deemed to have been given when so delivered,
- (b) delivered to such person's recorded address by courier or other similar means, in which case it shall be deemed to have been given when so delivered,
- (c) mailed to such person at their recorded address by prepaid ordinary mail, in which case it shall be deemed to have been given on the fifth day after it is deposited in a post office or public letter box, or
- (d) to such person by electronic means such as e-mail or facsimile, in which case it shall be deemed to have been given when it is so transmitted without subsequent error notification,

at such person's latest address as shown in the records of the Society and to the auditor at its business address, or if no address be given therein then to the last address of such member or director known to the Secretary.

11.02 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.

11.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or auditor, or the non-receipt of any notice by any such person 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.

11.04 Waiver of Notice

Any member, director, officer, member of a committee of the board or auditor 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 XII **RULES AND REGULATIONS**

12.01 Rules and Regulations

The board of directors may prescribe such rules and regulations not inconsistent with the by-laws relating to the management and operation of the Society and other matters provided for in this by-law as they may deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Society when they shall be confirmed and in default of confirmation at such annual meeting of members shall at and from that time cease to have force and effect.

SECTION XIII **BY-LAWS**

13.01 By-laws

The board of directors may from time to time enact by-laws relating in any way to the Society or to the conduct of its affairs, including, but not limited to, by-laws providing for applications for supplementary letters patent, and may from time to time by by-law amend, repeal or re-enact the by-laws but no by-law shall be effective until sanctioned by:

- (a) at least two-thirds (2/3) of the votes cast at a meeting of the members duly called for the purpose of considering same; and
- (b) the board of directors of the Institute.

The enactment, repeal or amendment of by-laws not embodied in the letters patent shall not be enforced or acted upon until the approval of the Minister of Industry in respect thereof has been obtained.

ENACTED this _____ day of _____, 2006.

President

Secretary