

The Chemical Institute of Canada

By-Laws

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Article I – Name and Purpose

Section 1 – Name

- (a) The name of this association shall be “The Chemical Institute of Canada/L’Institut de chimie du Canada”, herein referred to as The Institute.
- (b) The Institute is an association of chemists, chemical engineers and chemical technologists. It consists of three Constituent Societies, the Canadian Society for Chemistry, the Canadian Society for Chemical Engineering and the Canadian Society for Chemical Technology.

Section 2 – Purpose

The purpose of the Institute is to establish strategic direction and identify synergies in matters of common interest to the Societies, to enhance the image of the chemical sciences with all sectors of the public, and to deliver common services to individual members.

Article II – Objects

The Objects of the Institute shall be as stated in the Charter.

Article III – Interpretation and Definitions

Section 1 – Interpretation

In these By-laws, the singular shall include the plural and the plural the singular, the use of the masculine gender shall include the feminine and the feminine the masculine. Whenever reference is made to these By-laws or any section thereof, such reference shall be deemed to extend and apply to any amendments to such By-laws or section thereof, as the case may be.

Section 2 – Language

In the operations of the Institute, equal recognition shall be given to Canada’s two official languages.

Section 3 – Definitions

In these By-laws, the following definitions shall apply:

- (a) “Act” means the Canada Corporations Act, or any statute that may be substituted therefore, as from time to time amended.
- (b) “Institute” means The Chemical Institute of Canada.
- (c) “Board” means the Board of Directors of the Institute.

- (d) A “member” means a member of the Institute who is also a member of any one or more of the Constituent Societies and who is admitted to membership in accordance with criteria established by the Societies from time to time.
- (e) “Societies” means the three Constituent Societies of the Institute, or any Society admitted as a Constituent Society by the Board from time to time in accordance with these By-laws.
- (f) “Chemical Sciences” shall include, but is not restricted to, chemistry, chemical engineering, chemical technology, and related chemical disciplines ranging from molecular biology to geochemistry.

Article IV – Place of Operation and Head Office

Section 1 – Place of Operation

- (a) The operations of the Institute may be carried on throughout Canada and elsewhere.
- (b) The activities of the Institute and the Societies shall, where appropriate, be carried out by Local Sections (Sections) and Subject Divisions (Divisions).

Section 2 – Head Office

The Head Office of the Institute shall be in the Regional Municipality of Ottawa-Carleton in the Province of Ontario, or at such other place in Canada, authorized by By-law in accordance with the procedures set out in the Act.

Article V – Seal and Certification of Documents

Section 1 – Seal

The seal of the Institute shall be in such form as shall be prescribed by the Board and shall have the words “The Chemical Institute of Canada/L’Institut de chimie du Canada” inscribed thereon. The Executive Director and Secretary of the Institute shall be responsible for the safe custody of the seal.

Section 2 – Certification of Documents

Contracts, documents or any instruments in writing requiring the signature of the Institute shall be signed by one or more of the Executive Director and Secretary or the elected Officers of the Institute, as determined from time to time by the Board. All contracts, documents and instruments in writing so signed shall be binding upon the Institute without any further authorization or formality. The Board may give the Institute’s power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Institute. The seal of the Institute when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board.

Article VI – Membership

Section 1 – Eligibility

The members of the Institute shall consist of the membership of the Societies.

Section 2 – Categories of Membership

- (a) *Full Members*: The Full Members are individuals who are Full Members of at least one of the Societies.
- (b) *Associate Members*: The Associate Members are individuals who are Associate Members of at least one of the Societies, and who do not qualify as Full Members of any of the Societies. Students are eligible to join a Society as Associate Members and are, therefore, eligible to become Associate Members of the Institute.
- (c) *Fellows*: Fellows are Full Members who have been elected as a Fellow of the Institute by the Board on the recommendation of the Fellowship Committee, provided that individual is or has been actively engaged in the practice, including the administration and teaching, of the chemical science, and that the qualifications of such individual meet such standards as the Board may accept.
- (d) *Honorary Fellows*: Honorary Fellows are individuals to whom the Institute wishes to grant special recognition. Nominations for Honorary Fellowship, sponsored by at least five Full Members in good standing shall be submitted to the Chair of the Board through the Head Office. Unanimous approval by the Board is required for election. There shall be no 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.

Section 3 – Application of Membership

A member of any Constituent Society who meets the criteria for membership in that Society and has been accepted into membership shall upon consenting to such membership automatically become a member of the Institute.

Section 4 – Voting Rights and Privileges of Membership

- (a) All members of the Institute shall receive certain core services as shall be agreed upon between the Institute and the Societies.
- (b) Only Full Members shall have the right to use the letters “MCIC” after their names. They shall be entitled to all the privileges of membership, including the right to be nominated and elected as an Officer, to nominate and vote for the election of Officers, and to vote on amendments to the By-laws of the Institute.
- (c) Only Associate Members shall have the right to use the letters “ACIC” after their names. They shall be entitled to all the privileges of membership, including the right to nominate and vote for the election of Officers, but excluding the right to

be nominated and elected as an Officer and to vote on amendments to the By-laws.

- (d) Only Fellows shall have the right to use the letters “FCIC” after their names. They shall be entitled to all the rights and privileges accorded a Full Member of the Institute. Fellows shall pay the same annual fee as Full Members.
- (e) Honorary Fellows are entitled to all the rights and privileges accorded a Fellow of the Institute including the right to use the letters “FCIC” after their names. Honorary Fellows shall be exempt from payment of annual fees.

Section 5 – Resignation or Termination of Membership

- (a) Any member who ceases, for any reason whatsoever to be a member of at least one of the Societies, also ceases to be a member of the Institute.
- (b) Conditions relating to the resignation or termination of membership contained in the By-laws of the relevant Society through which a member was admitted shall apply to membership in the Institute.
- (c) If any member ceases, for any reason whatsoever to be a member of the Institute, all rights, title and interests of such member in and to the property and assets of the Institute shall revert to the Institute, including the use of any initials after that individual’s name, such as FCIC, MCIC, or ACIC, implying that such individual is a Fellow or a Full Member or an Associate Member of the Institute.
- (d) Membership in the Institute may not be transferred.
- (e) If a member has been convicted of an offence or has behaved in a manner that causes or may cause serious damage to the reputation of the Institute and/or the capacity of the Institute, one or more of the Constituent Societies, journals, Local Sections or Subject Divisions to carry out mandated functions, the Board may revoke or suspend the membership of that person. It shall not do so unless that person has first been provided with written notice 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 he/she so chooses, to attend that part of the Board meeting where the matter is considered with an opportunity to respond verbally to the charges. If a decision is made to revoke or suspend membership, the suspended person may appeal the decision within eight (8) weeks of receiving notification of the decision. The appeal will be considered by a committee of three past Presidents or Chairs of the Institute who are still members and who have not previously been involved with the case. One of the three will be chosen by the person whose membership has been revoked, one by the current Chair 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 the appeal within four (4) months of the time when all three appeal committee members have been chosen.

Article VII – Membership Fees

Section 1 – Establishment of Fees

The Finance Committee shall recommend to the Board the methods of financing the Institute's activities, including a structure of annual fees common to all Societies for the various categories of membership.

Section 2 – Payment of Fees

- (a) All members shall be responsible for the payment of membership fees to their respective Societies in accordance with criteria established by the Boards of Directors of the Societies.
- (b) Should a member's fees to a Society become three(3) months in arrears, the member shall be listed as a delinquent member and shall lose the right to vote on Institute matters and to receive the publications of the Institute.

Article VIII – Board of Directors

Section 1 – Powers of the Board

- (a) The affairs of the Institute shall be managed by a Board of Directors, each of whom, at the time of election and throughout the term of office, shall be a Full Member in good standing of the Institute and who shall be not less than eighteen (18) years of age, with power under law to contract.
- (b) The Board shall actively pursue the objectives of the Institute and may adopt such rules and regulations for the conduct of its business as may be deemed advisable. The Board shall ensure that all necessary books and records of the Institute required by these By-laws or any applicable statute or law are regularly and properly kept.
- (c) The Board shall have supervision and care of all property of the Institute and shall supervise the transaction of all business of the Institute. To achieve this purpose, the Board shall establish and manage policies relating to strategic direction, regional and Local Section interests, the official Journal and other publications of the Institute, Institute awards, financial affairs, trust funds, and the operation of the Head Office.
- (d) The Board shall assist the Societies in coordinating common activities in areas where the Societies have primary responsibility, such as joint committees, joint Divisions, and special projects.
- (e) The Board may delegate to any committee or Officer any or all powers, duties and authority of the Board which may lawfully be granted.

Section 2 – Composition

The voting members of the Board shall consist of the elected Officers of the Institute, together with the Presidents of the Societies. The Officers of the Institute are the Chair and the Vice-Chair, who are elected by the membership in accordance with the

provisions of these By-laws, and the Executive Director and Secretary who shall be appointed by the Board to serve without vote in accordance with the terms of employment with the Institute. The most recent living Past Chair of the Institute shall also be a non-voting member of the Board.

Section 3 – Terms of Office

The directors of the Institute shall serve for a one-year term of office, renewable for one further one-year term only.

Section 4 – Vacancies and Removal

- (a) The offices of director held by the elected Officers of the Institute and by the most recent living Past Chair of the Institute shall be automatically vacated.
 - i. If a director has resigned the office by delivering a written resignation to the Secretary of the Institute;
 - ii. If a director is found by a court to be of unsound mind;
 - iii. If a director becomes bankrupt or suspends payment or compounds with the director's creditors;
 - iv. On death'
 - v. If, at a special general meeting of members, a resolution is passed by a two-thirds (2/3 majority of the votes cast by members present in person that a director be removed from office for cause.
- (b) The offices of director held by the Presidents of the Societies shall be vacated in accordance with the provisions of the By-laws of their respective Societies.
- (c) The office of director held by the Executive Director and Secretary shall be vacated in accordance with the terms of any employment agreement with the Institute.

Section 5 – Meetings

- (a) The Board shall meet at least three (3) times in each fiscal year at the call of the Chair for the purpose of transacting the business of the Institute.
- (b) The date and place of directors' meetings shall be determined by the Chair, and written notice shall be given to Board members at least fourteen (14) days prior to the meeting provided however that the directors may meet by unanimous consent at any time or place without notice, and provided further that the Chair shall call a meeting of the Board upon receipt of a request in writing for the same from a minimum of two (2) Board members.
- (c) No error or omission in giving such notice for a meeting of directors shall invalidate such meeting, or invalidate or make void any proceedings taken or had at such meeting, and any director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.
- (d) If all the directors of the Institute consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the Board or of a

committee of the Board by means of such conference telephone call or other communications facilities as permit all individuals participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

Section 6 –Adjournments

Any meeting of the directors may be adjourned to any time and from time to time and such business may be transacted at the resumption of such adjourned meeting as might have been transacted at the original meeting at which such adjournment took place. No notice shall be required to resume such adjourned meeting. Such adjourned meeting may resume, notwithstanding that no quorum is present.

Section 7 – Quorum

At any meeting of the Board, four (4) voting members of the Board shall constitute a quorum, provided that the Present from each Society is present. Such quorum of directors present shall be competent to do and perform all acts which are or shall be directed to be done at any such meeting. Provided a quorum is present in the beginning of a meeting, the meeting may continue or adjourn even though directors leaving reduce the number to less than a quorum. Directors who have declared a conflict of interest on a particular question shall be counted in determining a quorum.

Section 8 – Voting

Questions arising at any meeting of directors shall be decided by a majority (50% plus one) of votes. All Board members who are eligible to vote shall be entitled to one vote only. In the case of an equality of votes, the Chair shall not be entitled to a second or casting vote, and the motion shall be lost. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way be assent or dissent. A declaration by the Chair that a resolution has been carried, and an entry to that effect in the minutes, shall be admissible in evidence as *prima face* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. Mail ballots or proxy voting not accepted in lieu of or at meetings of the Board or of any committee of the Board. Notwithstanding the foregoing, a resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors is as valid as if it had been passed at a meeting of directors or committee of directors.

Section 9 – Indemnification

All directors and Officers of the Institute or any individual who has undertaken any liability on behalf of the Institute or any company controlled by it, and their heirs, executors and administrators and other legal personal representatives, and their estates and effects respectively, shall at all times be indemnified and saved harmless out of the funds of the Institute from and against:

- (i) all costs, charges and expenses whatsoever which directors or Officers sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their offices.
- (ii) All other costs, charges and expenses that they may sustain or incur in or about or in relation to the affairs of the Institute, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

Section 10 – Remuneration

No director shall receive remuneration from the Institute, with the exception of the Executive Director and Secretary whose remuneration shall be in accordance with the terms and conditions of employment. No director shall receive, either directly or indirectly, any financial gain by virtue of serving the Institute, provided however that a director may be reimbursed for reasonable travelling or other expenses incurred in the performance of duties on behalf of the Institute, if supported by receipts and documentation and approved by an Officer or the Secretary in accordance with policies established by the Board.

Article IX – Officers

Section 1 – Number and Election of Officers

The Officers of the Institute shall consist of the Chair, the Vice-Chair and the Executive Director and Secretary. The Chair and Vice-Chair shall be Full-Members in good standing of the Institute and shall be elected annually by the members.

Section 2 – Duties of Officers

- (a) The Chair shall be the chief elected officer of the Institute, shall preside at all meetings of the Board and at all meetings of the members of the Institute, shall have responsibility for the general and active management of the business of the Institute, and shall see that all orders and resolutions of the Board are carried into effect. The Chair shall present to the annual general meeting of members a report on the activities of the institute during the previous year, which shall be subsequently published in the official Journal of the Institute, and shall perform such other duties as may be specified or assigned from time to time by the Board or such as may be required by law. The Chair shall be an *ex-officio* member with full voting powers of all committees of the Institute.
- (b) The Vice-Chair shall, in the absence of disability of the Chair, perform any or all of the duties of the Chair as may be specified by the Chair or the Board, or such as may be required by law.
- (c) An elected Officer of the Institute shall be charged with the general supervision of the funds and securities of the Institute. Such Officer shall be accountable for the receipt of all monies due to the Institute, shall be accountable for the payment of

- such sums as may be ordered by the Board, shall see that an account is kept of all receipts and payments, and shall produce such accounts at any meeting of the Board if so required. Such Office shall prepare and present annually to the Board an audited financial statement of the affairs of the Institute as on the 31st day of December of the previous year, for publication in the official Journal of the Institute prior to the next following annual general meeting of members of the Institute.
- (d) An elected Office of the Institute shall convene and chair an annual meeting of Local Section representatives and shall take particular responsibility to ensure that the views of the Sections are represented at meetings of the Board.
 - (e) The Executive Director and Secretary shall be the chief administrative officer of the Institute under the direction of the Board. The Executive Director and Secretary shall ensure that the normal secretarial functions relating to the Institute are performed, including attendance at and preparation of the minutes of all general meetings of the Institute. Board meetings, and such committee meetings as may be determined by the Board. The Executive Director and Secretary shall transact the business and conduct the correspondence of the Institute and keep records thereof. The Executive Director and Secretary shall also act as Executive Secretary of the Societies. The Executive Director and Secretary shall, with the approval of the Board, appoint other paid employees of the Institute and be responsible to the Board for the work of such employees, who in turn shall be responsible to the Executive Director and Secretary. The Executive Director and Secretary shall perform such other duties as may from time to time be determined by the Board and may delegate any of the duties of the office to another Officer or employer of the Institute.

Section 3 – Term of Office

The term of office for all elected Officers shall be one (1) year or until their successors shall be elected. Officers shall take office immediately after the annual general meeting following that election. 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) consecutive terms. The term of office of the Executive Director and Secretary shall be subject to terms and conditions of employment.

Section 4 – Vacancies

- (a) Should the office of Chair become vacant at any time during the term of office, 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 the position. Should the office of Vice-Chair become vacant at any time during the term of office, the Board shall, as soon as practicable, support a Full Member in good standing to fill the vacant position of Vice-Chair for the unexpired portion of the term so vacated.
- (b) 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 Full Member in good standing to fill the vacant position of Vice-Chair for the unexpired portion of the term.

Section 5 – Removal

- (a) An elected Officer may be removed before the expiration of his or her term of office for cause in accordance with the provisions of Article VIII, Section 4(1) (i-v).
- (b) The Executive Director and Secretary may be removed in accordance with the terms of employment with the Institute.

Section 6- Remuneration

- (a) No elected Officer shall receive remuneration from the Institute, however, an Officer may be reimbursed for reasonable travelling or other expenses, incurred in the performance of duties on behalf of the Institute. If supported by receipts and documentation and approved by another elected Officer or the Secretary in accordance with policies established by the Board.
- (b) The Executive Director and Secretary shall be paid such remuneration and designated by such title as may be agreed upon by the Board and shall be entitled to be reimbursed for all expenses arising from attendance at meetings of the Institute and of the Board, and such other expenses as may arise in connection with execution of duties as an employee of the Institute.

Article X – Nominations and Elections

Section 1 – Appointment and Composition of Nominating Committee

The Board shall annually support a Nominating Committee composed of at least three (3) Full Members or Associate Members of the Institute who shall be ineligible to nomination, including the most recent living Past Chair of the Institute who shall normally serve as chair of the Nominating Committee.

Section 2 – Duties of Nominating Committee

The duties of the Nominating Committee shall be to solicit nominations from the membership of the Institute for the positions of Chair and Vice-Chair and to ensure that an election is conducted by ballot if more than one (1) nomination is received for each position available.

Section 3 – Nominating Procedure

- (a) No later than thirty-six (36) weeks prior to the annual general meeting of the Institute, the Nominating Committee shall send to the Secretary the names of at least one (1) nominee for each of the positions of Chair and Vice-Chair.
- (b) No nomination shall be valid unless accompanied by the written and signed consent of the nominee to serve in the position, if elected.
- (c) Each year the Secretary of the Institute shall, no later than twenty-six (26) weeks prior to the annual general meeting, publish in the official Journal of the Institute the recommendations of the Nominating Committee for the positions of Chair and Vice-Chair, and shall solicit further nominations from the membership.
- (d) Further nominations for the positions of Chair and Vice-Chair must be submitted in writing must have the written and signed consent of the nominee to serve if elected, and must be signed by no fewer than twenty-five (25) members in good standing of the Institute. All such further nominations from the membership shall be received by the Secretary no later than eighteen (18) weeks prior to the annual general meeting of the Institute.
- (e) In the event that appropriate nominations for a position have not been made at least sixteen (16) weeks prior to the annual general meeting, the Board shall nominate an individual who is a Full Member in good standing for each such vacancy.

Section 4 – Election of Officers

- (a) For each election that is required, the Secretary shall circulate ballots for each member in good standing no later than fourteen (14) weeks prior to the annual general meeting of the Institute. These shall be returned in a sealed envelope marked “Ballot”, and only those which reach the Secretary no later than eight (8) weeks prior to the annual general meeting shall be counted. The Secretary shall deliver to the scrutineers, all the official election ballot envelopes duly received, which shall be unopened.
- (b) The Board shall, no later than eight (8) weeks prior to the annual general meeting of the Institute, appoint two (2) scrutineers from amongst the members of the Institute who shall be neither members of the Board nor candidates for election to the Board. The scrutineers shall appoint a chief scrutineer from amongst their number. Each candidate may appoint one (1) observer, at no cost to the Institute, to attend the opening of the ballot envelopes.
- (c) No later than seven (7) weeks prior to the annual general meeting of the Institute, the scrutineers shall count the ballots and report the results to the Secretary, who shall declare elected those candidates who receive the greatest number of votes cast for each respective position.
- (d) In the event of a tie vote, the successful candidate shall be determined by lot drawn by the chief scrutineer at a suitable time and place after the candidates have been invited to attend or send an observer, but no later than six (6) weeks prior to the annual general meeting.
- (e) Immediately following the announcement of the final results of the election by the chief scrutineer, the Secretary shall notify the successful candidate(s) in writing,

- shall send the names of the successful candidate(s) to all other candidates, and shall publish the results in the official Journal of the Institute.
- (f) At the annual general meeting of the Institute, the Secretary will announce the results of the election of acclamation, if no additional nominations were received in accordance with Article X, Section 3(c).

Article XI – Standing and Special Committees

Section 1 – Appointment of Standing and Special Committees

- (a) Standing committees of the Institute shall be established by the Board to conduct such business and perform such duties as may from time to time be determined and shall report at least annually to the Board. The Board may also appoint special committees and/or task forces from time to time as required. The mandate and term of office of any special committee shall be determined by the Board.
- (b) Notwithstanding the provisions of Section 1(a) above, there shall be a Finance Committee which shall consist of the Treasurers of the Societies and an elected Officer of the Institute. The members of the Finance Committee shall appoint one of their number to serve as chair. The Finance Committee shall have the overall supervision of the financial affairs of the Institute and shall make recommendations to the Board as to the investment of the funds of the Institute and the methods of financing Institute activities.
- (c) In addition to any other standing committee established in accordance with Section 1(a) above, there shall be a Fellowship Committee composed of at least four Fellows appointed by the Board for a the term of three (3) years, renewable for one further term of three (3) years. The members of the Fellowship Committee shall appoint one of their number to serve as chair. The Fellowship Committee shall recommend standards for admission to Fellowship of the Institute, examine the qualifications of nominees, and decide if the qualifications meet those standards.
- (d) Chairs of standing or special committees shall be appointed annually or as required by the Board and shall normally serve a one-year term, unless otherwise provided by these By-laws.

Section 2 – Term of Office

- (a) Standing committees shall serve until discharged or until their successors shall be appointed. Standing or special committees may, by resolution of the Board, be discharged before the expiration of their term of office.
- (b) Any member appointed by the Board in a standing or special committee may be removed for cause by majority vote of the Board.

Section 3 – Meetings

- (a) Meetings of any standing or special committee may be held at any time and place to be determined by the members of that committee, provided that each member

of the committee receives fourteen (14) days written notice thereof. No error or omission in giving such notice for a meeting of a standing or special committee shall invalidate such meeting, or invalidate or make void any proceedings taken or had at such meeting and may ratify and approve any or all proceedings taken or had thereof.

- (b) If all members of a standing or special committee consent thereto generally or in respect of a particular meeting, a member may participate in the meeting by means of such conference telephone call or other communications facilities as permit all individuals participating in the meeting to hear each other, and a member participating in such a meeting by such means is deemed to be present at the meeting.

Section 4 – Quorum

A majority of members of such standing or special committees shall constitute a quorum.

Section 5 – Remuneration

No member of a standing or special committee shall receive remuneration from the Institute, however, a member of a standing or special committee may be reimbursed for reasonable travelling or other expenses incurred in the performance of duties on behalf of the Institute, if supported by receipts and documentation and approved by an elected Officer or by the Secretary in accordance with policies established by the Board.

Article XII – Constituent Societies

Section 1 – Establishment

- (a) Constituent Societies are components of the Institute which are concerned with a distinct academic discipline. Establishment of Societies other than those presently existing shall be subject to the approval of the Board. Presidents of the Society shall serve as members of the Board.
- (b) Without prior approval of the Board, a Society may apply for incorporation, and the documents of incorporation shall specify that such Society shall be a Constituent Society of the Institute and subject to the By-laws thereof.
- (c) Any By-laws adopted by Societies and any amendments thereto must be ratified by the Board of the Institute before they shall take effect, and no By-Law or amendment thereto of an incorporated Society may be enforced or acted upon until the approval of the Minister responsible for the Act has been obtained.

Section 2 – Multiple Memberships

Any member of the Institute, if qualified, may become a member of a further Society by payment of an additional fee established by the Finance Committee. If such individual does not qualify as a Full Member of such Society such individual shall be an Associate Member of that Society.

Section 3 – Finances

- (a) Incorporated Societies shall receive the fees paid by their members and such other revenue as the Board of Directors may secure. Such incorporated Societies shall reimburse the Institute in a manner and to such an extent established in letters of agreement for services performed and materials supplied by the Institute for or on behalf of their members.
- (b) Unincorporated Societies may operate in the same manner as incorporated Societies, except that their annual budgets must be approved by the Board.

Article XIII – Local Section

Section 1 – Establishment

- (a) The Board may establish a Local Section (Section) of the Institute 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 Institute residing in such areas shall be ipso facto members of the Section so formed. The Board may combine, subdivide or discontinue such Sections as the need arises.
- (b) 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.
- (c) Members of the 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. Close collaboration between Sections in a given local area will be actively encouraged.

Section 2 – Executive Committee

- (a) 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 Institute 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.
- (b) The immediate Past Chair of the Section and a representative from each Student Chapter in the area should be members of the Executive Committee of the Section. A member of the Executive Committee of the Section should be an ex officio member of the Executive Committee(s) of the Student Chapter(s) in the area.

Section 3 – Accountability

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

Section 4 – Meetings

- (a) Sections shall provide the means for implementing the objectives of the Institute by holding periodic meetings within their areas and by any other means which may be determined by the Executive Committees of the Sections.
- (b) A meeting of representatives from all Sections shall be held annually, presided over by an elected Officer of the Institute, 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.
- (c) 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.

Section 5 – Finances

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

Section 6 – Dissolution or Amalgamation

- (a) If a Section becomes inactive or dysfunctional, the Board may, after making efforts to see whether the situation can be resolved, dissolve the Local Section or amalgamate it with a nearby Section. Before this action is taken, notice will be given that this action is under consideration at least eight (8) weeks before the Board meeting at which the decision is to be taken.
- (b) If a Section is dissolved or amalgamated, any assets of the Section will become the property of the Institute. In the case of an amalgamation, the Board may, at its discretion, provide some or all of these assets to the new enlarged Section.

Article XIV – Subject Divisions

Section 1 – Establishment

- (a) Societies may establish Subject Divisions (Divisions) for members of the Institute having a common interest in special branches of the chemical sciences.

- (b) 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.

Section 2 – Membership

- (a) Each member of the Institute shall be entitled to be a member of any Division established by the Societies.
- (b) The Finance Committee may authorize a Division to change a membership fee.

Section 3 – Accountability

- (a) A Division shall not publicly enunciate any policy on behalf of the Institute without first consulting with and obtaining the approval of the Board.
- (b) While the operation of Divisions is the responsibility of the Societies, the Board shall ensure common policies with regard to the formation, dissolution and financial support of join Divisions and shall resolve any conflicts in the administration of such Divisions.

Article XV – Student Chapters

Section 1 – 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.

Section 2 – Accountability

Chapters so formed 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 should be an *ex-officio* member of the Executive Committee(s) of the Student Chapter(s) in the area.

Article XVI – Annual and Special General Meetings

Section 1 – Annual General Meeting

An annual general meeting of the members of the Institute shall be held at such time and place in Canada as shall be determined by the Board, but in no event more than fifteen (15) months from the date of the previous annual general meeting.

Section 2 – Special General Meetings

Special general meetings of the Institute may be held upon the call of the Board at such times and places as it may designate. The Board shall call a special general meeting upon

the written request of at least thirty (30) members in good standing within sixty (60) days after the filing of such request with the Board, and notice thereof shall be mailed to members or published in the official Journal of the Institute at least six (6) weeks prior to the date of the meeting. The business to be transacted at such special general meeting shall be stated in the notice thereof, and no other business shall be considered at such special general meeting.

Section 3 – Chair

At any annual or special general meeting of the Institute, the Chair of the Institute shall preside, or, in the event of the Chair's absence, then the Vice-Chair shall preside. In the absence of both the Chair and the Vice-Chair, the meeting shall elect a member to act as chair.

Section 4 – Notice of Annual or Special General Meetings

At least six (6) weeks' notice of annual or special general meetings shall be given. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decisions to be taken. No error or omission in giving notice of any annual or special general meeting, or any adjourned meeting, whether annual or special, of the members of the Institute shall invalidate such meeting or make void any proceedings taken thereat, and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member of any meeting or otherwise, the address of the member shall be the last address recorded on the books of the Institute. Such notice may be given in the official Journal of the Institute sent to all members.

Section 5 – Adjournments

Any annual or special general meeting of the Institute may be adjourned to any time and from time to time and such business may be transacted at the resumption of such adjourned meeting as might have been transacted at the original meeting at which such adjournment took place. No notice shall be required to resume such adjourned meeting. Such adjourned meeting may resume, notwithstanding that no quorum is present.

Section 6 – Quorum

A quorum for the transaction of business at any annual or special general meeting of members shall consist of forty (40) members present in person. Provided a quorum is present at the beginning of a meeting, the meeting may continue or adjourn even though members leaving reduce the number to less than a quorum.

Section 7 – Voting

- (a) Each member in good standing shall, at all annual or special general meetings of members of the Institute, be entitled to one(1) vote, including the Chair.
- (b) At all annual or special general meetings of members, every question shall be decided by a majority of the votes cast in person, unless otherwise required by these By-laws or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. In the event of an equality of votes at any annual or special general meeting, whether upon a show of hands or at a poll, the motion shall be lost.
- (c) Except where a meeting is required by these By-laws or by law, and at the discretion of the Board, a mail ballot of the members in good standing may be taken at any time on matters affecting the interests of the Institute. For the purpose of sending a mail ballot to any member, the address of the member shall be the last address recorded on the books of the Institute. An interval of six (6) weeks shall be allowed between the time when ballots are mailed by the Secretary and the time when the returned ballots are to be rejected. In the event of a disruption in postal service occurring during any period specified in these By-laws for the return of mail ballots or otherwise, the Secretary may extend appropriately the period of time for the valid reception of such ballots.

Section 8 – Agenda and Order of Business

- (a) The annual general meeting may consider any ordinary business concerning the Institute which may be brought before it, including such special business or motions for which due notice has been given. The agenda for the annual general meeting shall be drawn up by the Secretary and approved by the Board. At each annual general meeting the Chair of the Institute shall report to the members on the activities of the Institute during the previous year, which shall be published in the official Journal of the Institute and an Officer of the Institute shall present an audited statement showing the financial position of the Institute for the previous fiscal year. The financial report shall be published in the official Journal of the Institute at least six (6) weeks prior to the annual general meeting.
- (b) The meetings of any body of the Institute shall be conducted under the provisions of these By-laws and the Act. Where a dispute arises on a point of order which is not covered by these By-laws or the Act, such dispute shall be resolved by reference to Perry’s “Call to Order”.

Article XVII – Appointment of Auditors

An auditor or auditors shall be appointed at each annual general meeting of the Institute and an audited financial statement, for the fiscal year ended immediately prior to the meeting, shall be presented to the members at each annual general meeting. The auditor or auditors shall hold office until the next annual general meeting, provided that the Board may fill any casual vacancy in the office of the auditor. The annual general meeting shall authorize the Board to fix the remuneration of the auditor or auditors. The auditor or auditors may be a firm of auditors.

Article XVIII – Financial Year

The financial year of the Institute shall end annually on the 31st day of December.

Article XIX – Finances

Section 1 – Signing Authority

All cheques, bills of exchange, and other negotiable instruments issued or endorsed in the name of the Institute shall be signed by two (2) Officers, employees or agents of the Institute authorized by resolution of the Board to act on its behalf.

Section 2 – Banking

- (a) Any one (1) of such Officers, employees or agents so appointed by the Board may endorse cheques for deposit with the Institute's bankers for the credit of the Institute or the same may be endorsed "for deposit only" with the bankers of the Institute.
- (b) Any one (1) of such Officers, employees or agents so appointed by the Board may arrange, settle, balance and certify all books and accounts between the Institute's bankers and the Institute and may receive all paid cheques and vouchers and sign all the bank's forms of settlement of balances and releases or verification slips.
- (c) All funds paid to the Institute shall be deposited from time to time to the credit of the Institute in such manner as may be authorized by resolution of the Board.
- (d) All funds and securities received by the Institute on behalf of a Society shall be credited to that Society for its own operation and activities.

Section 3 – Surplus Funds

Funds of the Institute not needed for immediate purposes shall be deemed surplus and may be invested in such ways and in such securities as the Board, on the recommendation of the Finance Committee, may direct. The Board may authorize the Finance Committee to make such decisions and to undertake the sale, transfer or deposit of such securities.

Section 4 – Trust Funds

The Board shall have the power to enter into a trust arrangement with a recognized financial institution for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Institute in accordance with such terms and conditions as the Board may prescribe. The Board may appoint a Board of Trustees to have custody of and to exercise all the powers which it would normally grant to itself with respect to such trust fund.

Section 5 – Grants and Other Funding

The Board shall take such steps as they may deem expedient to enable the Institute to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kinds whatsoever for the purpose of furthering the objectives of the Institute. Such sums of money shall not be used for purposes that are of pecuniary gain to the members of the Institute.

Article XX – Dissolution

In the event of dissolution or winding-up of the Institute, all the remaining assets, after payment of the liabilities, shall be distributed to one or more organizations in Canada having cognate or similar objects.

Article XXI – Amendment of By-laws

Section 1 – Method

- (a) Proposals to enact new By-laws or to amend or repeal existing By-laws shall be presented to the Board, signed by at least fifteen (15) Full Members in good standing. The Board may itself propose the enactment of new By-laws or the amendment or repeal of existing By-laws.

Following consideration by the Board, the Board shall seek confirmation or rejection of proposed amendments as follows in (b), (c) and (d) or directly as in (d).

- (b) The proposed amendment and the Board's proposed action, i.e. acceptance, acceptance as amended, or rejection will be published in the official Journal of the Society at least sixty (60) days prior to the Board's next meeting. Unless a petition rejecting the Board's proposed action, signed by not less than twenty-five (25) voting members is received prior to the meeting, the Board may take the indicated action regarding the proposed amendment.
- (c) If the Board's proposed action is rejected, i.e. a petition described in (b) is received, then the amendment shall be submitted to the voting members in the manner set out in (d).
- (d) The Executive Director shall mail to each voting member a copy of the proposed amendment with a letter ballot, together with a copy of any recommendations the Board may wish to make.

All votes to be counted shall be referred to the Executive Director and be received before a date specified on the ballot. This date shall not be less than sixty (60) days or more than seventy (70) days after the date of mailing to the members.

The votes shall be counted by tellers appointed by the Board and the results shall be reported to the Board at its next meeting.

Section 2 – Approval of Minister

Once approved by the Full Members in accordance with Section 1 above, the enactment, amendment or repeal of the By-laws shall not be enforced or acted upon until the approval of the Minister responsible for the Act has been obtained.

Adopted November 1994

Revised August 1998