CANADIAN SOCIETY FOR CHEMISTRY
SOCIÉTÉ CANADIENNE DE CHIMIE

BY-LAWS

Article I - Name and Purpose

Section 1 - Name

(a) The name of this Association shall be the "Canadian Society for Chemistry/Société canadienne de chimie", herein after referred to as the Society.
(b) The Society is an association of Chemists and a Constituent Society of The Chemical Institute of Canada.

Section 2 - Purpose

The purpose of the Society is to promote the practice and application of Chemistry in Canada.

Article II - Objects

- To maintain high standards and attract talented people into the profession of Chemistry;
- To attest to the quality of chemical education;
- To encourage high-quality research and development in Chemistry at international standards;
- To support and enhance the scientific efforts of Chemists in various fields;
- In concert with The Chemical Institute of Canada to provide a variety of services to members;
- In concert with The Chemical Institute of Canada to act as an advocate for the many interests and concerns of Chemists in our present society at large.
- To address such other matters as are outlined in policy documents of the Society.

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 to any Section thereof, such reference shall be deemed to extend and apply to any amendments to such By-laws or any section thereof as the case may be.

Section 2 – Language

In the operations of the Society, 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) "Society" means the Canadian Society for Chemistry;
(c) "Institute" means The Chemical Institute of Canada;
(d) "Board" means the Board of Directors of the Society;
(e) A "member" means a member of the Society who is admitted to membership in accordance with criteria established in these By-laws;
(f) An ex-officio member of a Board or a Committee is an individual who shall have full voting powers on that Board or Committee;

Article IV – Place of Operation and Head Office

Section 1 – Place of Operation

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

Section 2 – Head Office

The Head Office of the Society shall be the Head Office of The Institute 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 Society shall be in such form as shall be prescribed by the Board and shall have the words "Canadian Society for Chemistry/Société canadienne de chimie" inscribed thereon. The Executive Director and Secretary of the Society 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 Society shall be signed by one or more of the Executive Director and Secretary or the elected Officers of the Society, as determined from time to time by the Board.

All contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Board may give the Society'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 Society. The seal of the Society 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 Society shall consist of Full Members, Associate Members, and Honorary Members, all of whom shall also be members in the appropriate membership category of the Institute.

The qualifications of candidates seeking admission shall be reviewed by the Credentials Committee of the Society which can be the joint Credentials Committee of the Societies. Recommendations of this Committee will be submitted to the Board of Directors of the Society for approval.

Section 2 - Categories of Membership

(a) *Full Members:* The Full Members are individuals who fulfill the requirements set forth in one of the following paragraphs:
   i. A candidate who holds a Bachelor's degree or higher in Chemistry, or an equivalent degree or diploma, in a program accredited by the Society or whose qualifications are approved by the Credentials Committee.
   ii. A candidate who holds a Bachelor's degree or higher degree in a Chemistry program at a foreign university or in a non-accredited Chemistry program at a Canadian university where the Credentials

Committee has judged the program to be equivalent to those accredited by the Society. A candidate who holds a degree in a program judged to be not equivalent will be accepted with three years of experience in the profession of Chemistry after graduation.

iii. A candidate who holds a Bachelor's degree in engineering or applied science, or in a branch of science other than Chemistry, or an equivalent degree or diploma from an accredited program, or one approved by the Credentials Committee, and who has at least three years of experience in the profession of Chemistry after graduation.

iv. A candidate who is a member of an Association, Order or Corporation of Chemists established under the laws of Canada or a province or territory, and who has at least three years of experience in the profession of Chemistry.

v. A candidate who, at the time of application, is a graduate student in Chemistry or a postdoctoral fellow in Chemistry whose qualifications have been accepted by the Credentials Committee.

vi. A candidate who does not hold any of the qualifications listed above but who is a recognized authority on Chemistry and has attained a high degree of eminence.

(b) *Associate Members:* The Associate Members are individuals who are associated with the practice of or with an interest in Chemistry who do not qualify as Full Members in the Society.

(c) *Honorary Members:* The Honorary Members are individuals to whom the Society wishes to grant special recognition. Nominations for Honorary Membership, sponsored by at least five Full Members in good standing and accompanied by adequate supporting data, shall be submitted to the President through the Head Office. Such nominations shall be screened by the Director responsible for Distinctions and Awards and, if approved, submitted to the Board for election. The Board shall vote on such nominations by secret ballot, and approval by at least 90% of Board members voting shall be required for admission as an Honorary Member. There shall not be more than twenty (20) living Honorary Members at any time, of whom not more than five (5) shall have been resident outside of Canada at the date of their admission.

(d) Corporate Members: The Corporate Members are organizations that fulfill the requirements defined by the Board

(e) Group Membership: The Board may from time to time define criteria whereby a group of members from a single organization receive certain services for a reduced fee.

Section 3 - Application for Membership

All applications for membership shall be made on a membership form approved by

the Board in such detail as may be prescribed by the Board, and signed by the applicant. Applications for membership must be sponsored by an individual in a position of responsibility (e.g. employer, supervisor, or professor, who preferably is a Full Member.)

Section 4 - Voting Rights and Privileges of Membership

(a) All members of the Society shall receive certain core services as shall be agreed upon between the Institute and the Society.
(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 or Director of the Society, to nominate and vote for the election of Officers and Directors, and to vote on amendments to the By-laws of the Society.
(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 vote for the election of Officers and Directors of the Society but excluding the right to be nominated and elected as an Officer or Director and to vote on amendments to the By-laws of the Society.
(d) Honorary Members are entitled to all the rights and privileges accorded to Full Members and shall be exempt from payment of annual fees.

Section 5 - Resignation or Termination of Membership

(a) Any member may resign from the Society by notifying the Society in writing of this decision.
(b) Any member may be suspended for a limited time or expelled by a two-thirds (2/3) vote of the total membership of the Board, if in the opinion of the Board, the member is guilty of professional misconduct, or of abuse or misuse of the privileges of membership of the Society or of actions prejudicial to the best interests of the Society. All charges against a member shall be prepared in writing and filed with the Board and fully reviewed by the Committee on Ethics before the Board takes action.
(c) 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.
(d) Membership may not be transferred between individuals.
(e) If any member ceases for any reason whatsoever to be a member of the Society, all rights, title and interests of such member in and to the property and assets of the Society shall revert to the Society, including the use of initials after that individual's name such as MCIC or ACIC, implying that such individual is a Full Member or an Associate Member of the Society.
(f) Membership may be terminated pursuant to Article VII, Section 2(c) if fees

are in arrears.

Article VII - Membership Fees

Section 1 - Establishment of Fees

(a) Membership fees shall be levied in accordance with CIC By-law Article VII Section 1 of the By-laws of the Institute.
(b) The Board may establish from time to time reduced fees for various categories of members including individual members within a Group as defined by the Board.
(c) The Board may enter into an agreement with any other scientific or professional organization to determine a joint membership fee.

Section 2 - Payment of Fees

(a) The annual fee for membership in the Society shall be collected from members by the Institute and credited to the Society.
(b) Members elected after July 1st in any year shall pay only one-half the annual fee for that fiscal year.
(c) Any member whose fees become more than three (3) months in arrears shall be notified by the Secretary. Should the fees become three months in arrears, the member shall lose the right to vote and to receive the publications of the Society and 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 member shall cease to be a member of the Society.
(d) The Board, for cause deemed by it sufficient, may waive payment of fees and may continue services to a member.

Article VIII - Officers

Section 1 - Number and Election of Officers

The Officers of the Society shall be the President, Vice-President, Past President and Treasurer. The Executive Director shall be appointed the Administrative Officer of the Society. Officers to be elected shall be elected by the members under the provisions of Article X. The elected Officers shall also be Directors of the Society. Elected Officers shall cease to be Officers if they cease to be Directors of the Society.

Section 2 - Duties of Officers

(a) The President shall be the Chief Elected Officer of the Society, shall preside

at all meetings of the Board and of the members of the Society, shall have responsibility 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. The President shall be an ex-officio member with full voting powers of all Committees. The President shall present to the annual general meeting a report on the activities of the Society during the previous year, which shall be subsequently published in the official Journal of the Society and shall do and 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.

(b) The Vice-President shall, in the absence or disability of the President, perform any or all of the duties of the President as may be specified by the President or the Board, or such as may be required by law.

(c) The Past President shall chair the Nominating Committee as outlined in Article X Section 1 and shall provide such advice to the President as may be necessary to assure continuity in the management of the affairs of the Society.

(d) The Treasurer shall be charged with the general supervision of the funds and securities of the Society. The Treasurer shall be accountable for the receipt of all monies due to the Society, and shall be accountable for the payment of such sums as may be ordered by the Board and 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. The Treasurer shall present to the annual general meeting an audited financial statement of the affairs of the Society as of the 31st day of December of the previous year. This statement shall be published in the official Journal of the Society prior to the next following annual general meeting of the members of the Society. The Treasurer shall perform such other duties as may from time to time be determined by the Board.

(e) The Executive Director of The Institute shall be the Executive Director and Secretary of the Society, the Chief Administrative Officer of the Society under the direction of the Board. The Executive Director and Secretary shall ensure that the normal secretarial functions relating to the Society are performed, including attendance at, and preparation of the minutes of, all general meetings of the Society, 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 Society and keep records thereof. The Executive Director and Secretary shall, with the approval of the Board of the Institute, appoint other paid employees 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 of the Society or staff of the Institute.

Section 3 - Term of Office

The term of office for the President and Vice-President shall be one (1) year and for the Treasurer three (3) years or until their successors shall be elected. Officers shall take office immediately after the annual general meeting following their election. Officers may be elected for an additional term 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) In the event of the President resigning, dying, becoming incapacitated, or for any reason being unable to fulfil the duties of the office, the Vice-President shall assume the responsibility of the Presidency. In the event of the Vice-President resigning, dying, becoming incapacitated, or succeeding to the Presidency other than through the normal procedure, or for any reason being unable to fulfil the duties of the office, the Board shall as soon as may be convenient appoint a Nominating Committee to propose one or more candidates for the vacant position. The Board shall then elect an individual from among a list containing the nominees presented by the Nominating Committee plus any nominees presented by any three members of the Board. During any period in which there is a vacancy in the position of Vice-President, the Treasurer shall perform the duties of the office. Should the office of Treasurer become vacant for any reason, the Board shall elect a member of the Board to fill the vacancy.
(b) If after election the President is required to be outside of Canada for any reason for a period of more than ninety (90) consecutive days, then the President shall resign the position and it shall be filled by the Vice-President. If after election, the Vice-President is required to be outside of Canada for any reason for a period of more than one hundred and twenty (120) consecutive days then the Vice-President shall resign the position and it shall be filled by the Treasurer.

Section 5 - Removal

(a) An elected Officer may be removed before the expiration of the term of office for cause in accordance with the provisions of Article IX, Section 5(a)(i-iv).
(b) The Executive Director and Secretary may be removed in accordance with the terms of employment with the Institute.

Article IX - Board of Directors

Section 1 - Powers of the Board

(a) The affairs of the Society 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 Society 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 Society 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 Society 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 assets of the Society and shall supervise the transaction of all business of the Society for it and on its behalf.
(d) Through its representation on the Board of the Institute, the Board of the Society shall participate in the administration of the Head Office.
(e) The Board may designate 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 three (3) elected Officers, the immediate Past President, and no more than fifteen (15) other Directors. Each of up to ten (10) Directors to be elected, who is not also an Officer, shall be elected by a Division or group of Divisions and each remaining Director shall be elected to represent the Local Sections on a regional basis, under the provisions of Article X. From time to time the Board may redistribute the Director assignments to Divisions, however, the total number of directors representing Divisions is to be no more than ten (10). The Board should consist of members from industry, from academia and from government, with due regard to geographic and other interests of the membership. The Executive Director and Secretary, who is the Executive Director of the Institute, shall serve without vote.

Section 3 - Term of Office

The President and Vice-President shall serve for a one (1) year term of office and may be re-elected for a further one (1) year term. The Treasurer shall be elected for a three (3) year term and may be re-elected for a further three (3) year term.

The Directors of the Society, who are not also Officers of the Society, shall serve for

a three (3) year term and shall not be eligible for re-election until the election next following the expiration of the normal full term.

Section 4 - Vacancies

When the position of a Director of the Corporation who represents a Division becomes vacant before the expiry of the Director's term, the Past President of the Society shall contact the Executive Committee(s) of the relevant Division or Divisions and ask that they appoint a Member to fill such vacancy for the unexpired portion of the term.

When the position of a Director who represents a Region becomes vacant before the expiry of the Director’s term the Past President of the Society shall contact the Executive Committees of the Local Sections in that Region and ask that they appoint a Member to fill such vacancy for the unexpired portion of the term.

Section 5 - Removal

(a) The offices of Director held by the elected Officers and Directors shall be automatically vacated:
    - i if a Director has resigned the office by delivering a written resignation to the Secretary of the Society;
    - 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 if at a general meeting of the members, a resolution is passed by two-thirds (2/3) majority of the votes cast by members present in person that a Director be removed from office for cause;
    - v on death.

(b) The office of Director held by the Executive Director and Secretary shall be vacated in accordance with the terms of employment with the Institute.

(c) When an Officer or a Director has been absent from two consecutive regular Board Meetings, the Board shall declare such a person not to be an Officer or Director unless extenuating circumstances can be shown.

Section 6 - Meetings

(a) The Board shall meet a least once in each fiscal year at the call of the President for the purpose of transacting the business of the Society.

(b) The date and place of Board meetings shall be determined by the President, and written notice shall be given to Directors 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

President shall call a meeting of the Board upon receipt of a request in writing for the same from a minimum of three (3) Board members.

(c) No error or omission in giving such notice shall invalidate such meeting or invalidate or make void any proceedings of 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 thereof.

(d) If all Directors of the Society 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 7 - Adjournments

Any Board meeting 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, not withstanding that no quorum is present.

Section 8 - Quorum

A majority of the Board shall constitute a quorum at any Board meeting. 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. Directors who have declared a conflict of interest on a particular question shall be counted in determining a quorum.

Section 9 - Voting

Questions arising at any Board meeting shall, unless otherwise herein provided, be decided by a majority (50 per cent plus one) of votes. All Board members who are eligible to vote shall be entitled to one (1) vote only. In the case of an equality of votes the President 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 by assent or dissent. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes, shall be admissible in evidence as *prima facie* 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 are 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 valid as if it had been passed at a meeting of Directors or Committee of Directors.

Section 10 - Indemnification

All Directors and Officers of the Society or any individual who has undertaken any liability on behalf of the Society, 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 Society from and against:

(a) 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 or thing whatsoever made done or permitted by them in or about the execution of the duties of their office.

(b) all others costs, charges and expenses, that they may sustain or incur in or about or in relation to the affairs of the Society, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

Section 11 - Remuneration

(a) No elected [Officer or] Director shall receive remuneration from the Society, 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 Society, provided however that a Director may be reimbursed for reasonable travelling or other expenses incurred in performance of duties on behalf of the Society, if supported by receipts and documentation and approved by an 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 Society 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 annually shall appoint a Nominating Committee, composed of at least three (3) Full Members of the Society who shall be ineligible for nomination, including the most recent living Past President of the Society as Chair of the Committee.

Section 2 - Duties of Nominating Committee

The duties of the Nominating Committee shall be to solicit nominations for Officers from the membership at large, and in the case of Directors representing Divisions, from the respective Division Executives, and for Directors representing Regions from the Local Section Executives in that Region. The report of the Nominating Committee shall contain the names of at least one nominee each for President, Vice-President and if required for Treasurer, and for the directorships to be filled.

Section 3 - Nominating Procedure

(a) Not later than thirty-six (36) weeks before the annual general meeting of the Society, the Nominating Committee shall submit a report to the Secretary containing at least one (1) nominee for each position to be filled.
(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 Society shall, no later than twenty-six (26) weeks before the annual general meeting, publish in the official Journal of the Society the recommendations of the Nominating Committee for the positions of President, Vice-President and Directors representing Regions and every third year for the position of Treasurer, and shall solicit further nominations for the Officer positions from the membership at large for the and for the Directors Representing Regions from the members of those Regions.
(d) Each year the Secretary of the Society shall, no later than twenty-six (26) weeks before the annual general meeting, advise either by mail or by publication in the official Journal of the Society, the members of each Division or Divisions, where a vacancy in the position of a Director is to be filled, of the nominations for each vacancy and shall solicit further nominations from the members of those Divisions.
(e) Further nominations for an Officer to be elected in any year must be made in writing, and must be signed by no fewer than twenty-five (25) Members of the Society. Further nominations for Directors to be elected by Divisions or Regions in any year must be made in writing and signed by any five (5) Members qualified to vote for the said Directors. All such further nominations must have the written and signed consent of the nominee to serve if elected and must be received by the Secretary in writing no later than eighteen (18) weeks before the annual general meeting of the Society.

(f) In the event that appropriate nominations for a position have not been made at least sixteen (16) weeks before the annual general meeting, the Board shall nominate a Full Member in good standing for each such vacancy.

Section 4 - Election

(a) For each election that is required, ballots shall be mailed to each member in good standing nationally for the election of Officers; to each member in good standing in each relevant Division, for the election of Directors representing Divisions, and to each member in good standing in the relevant Region for the election of Directors representing Regions, no later than fourteen (14) weeks before the annual general meeting. These shall be returned in a sealed envelope marked "Ballot", and only those which reach the Secretary no later than eight weeks (8) before 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, no later than eight (8) weeks prior to the annual general meeting, shall appoint two (2) scrutineers from amongst the members of the Society 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 members. Each candidate may appoint one (1) scrutineer, at no cost to the Society, to attend the opening of the ballot envelopes.
(c) No later than seven (7) weeks before the annual general meeting the scrutineers shall count the ballots, and report the results to the Secretary, who shall declare elected those candidates who received the greatest number or 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 after the chief scrutineer has reported the final results of the election, the Secretary shall notify the successful candidate(s) in writing, shall send the names of the successful candidates to all other candidates and shall publish the results in the official Journal of the Society.
(f) At the annual general meeting of the Society, the Secretary will announce the results of the election or 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 Society 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 an Executive Committee which shall report to the Board, and which shall consist of the Officers and one other Director as appointed by the Board from time to time. The meetings of the Executive Committee shall be chaired by the President. The Executive Committee shall act, where necessary, on behalf of the Board between Board meetings, and shall have the immediate supervision of the financial affairs of the Society, and shall make recommendations to the Board as to the investment of the funds of the Society and the methods of financing activities of the Society. Meetings of the Executive Committee shall be held at any time and place to be determined by the President, notice of which must be mailed to all members of the Executive Committee at least fourteen days in advance. A majority of the Executive Committee shall constitute a quorum at any meeting.

(c) The joint Credentials Committee of the Societies shall consist of a member in good standing of each Constituent Society of the Institute appointed by the Board of that Society for a three-year term with one renewable term.

(d) An *ad hoc* Committee on Ethics shall be appointed by the Board to report to the Board on any matter concerning professional misconduct by a member of the Society.

(e) 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 to 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 any member may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.

(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 unless otherwise designated in terms of reference of the Committee.

Section 5 - Remuneration

No member of a standing or special Committee shall receive remuneration from the Society; 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 Society, 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 - Local Sections

Section 1 - Establishment

A Local Section (Section) of the Society may be established by the Board of the Society and the Board of the Institute in any area or municipality at the written request of thirty (30) or more members residing in such an area, and, if formed, shall be designated by a suitable name indicative of the area. Members of the Society residing in such areas shall be *ipso facto* members in the Section so formed. 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 or Secretary and Treasurer and other Officers as may be deemed necessary. All Officers of the Section must be members in good standing of the Society. Sections shall adopt By-laws which are consistent with the By-laws of the Society and 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 of the Society and the Board of the Institute.

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

Section 3 - Accountability

(a) A Section shall not publicly enunciate any policy on behalf of the Society 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 Institute and to the Societies.

(c) Local Sections are represented on the Board by five Directors elected from five Regions: Pacific (comprising British Columbia and the Yukon Territory), Prairies and Northern (comprising Alberta, Manitoba the Northwest Territories and Saskatchewan), Ontario, Québec and Atlantic (comprising New Brunswick, Newfoundland and Labrador, Nova Scotia and Prince Edward Island) and by Directors representing Divisions residing in those regions. Sections shall communicate with the Board through the appropriate regional or divisional Director and with the Institute Board through an elected Officer of the Institute.
(d) Meetings of Local Section representatives shall take place at the annual conference of the Society. Representatives of Local Sections in a particular geographic region are also encouraged to meet on a regular basis.

Section 4 - Meetings

Sections shall provide the means for implementing the objectives of the Society by holding periodic meetings within their areas and by any other means which may be determined by the Executive Committees of the Sections.

Section 5 - Finances

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

Article XIII - Subject Divisions

Section 1 - Establishment

Subject Divisions (Divisions) may be recognized by the Board for members having a common interest in special branches of Chemistry. The Board retains the right to discontinue recognition of any Division that does not comply with the regulations or By-laws of the Society or which it deems to have become inactive.

Section 2 - Membership

Each member of the Society shall be entitled to become a member of any of the recognized Divisions of the constituent Societies of the Institute.

Section 3 - Executive Committee

(a) Divisions shall elect periodically from their membership, an Executive Committee consisting of a Chair and Secretary/Treasurer or Secretary and Treasurer and other Officers as may be deemed necessary.
(b) Divisions shall adopt regulations or By-laws providing for the annual election of

Officers, the holding of meetings and other matters but, such By-laws shall not come into force until approved by the Board.

Section 4 - Accountability

(a) Secretaries of Divisions shall present an annual report to the Board at the time of the annual general meeting of the Division.
(b) Treasurers of Divisions shall present on annual report to the Executive of the Division at the time of the annual general meeting of the Division. A copy of the report shall be provided to the Treasurer of the Society.
(c) The establishment of a Division shall not release the members from any of their obligations to the Society nor shall the Society be liable for any expenses incurred or obligations undertaken by Divisions without the prior approval of the Board.
(d) A Division shall not publicly enunciate any policy or take any public action without first consulting the Board and obtaining its approval.
(e) Divisions are represented by up to ten (10) Directors on the Board. The assignment of Directorships to Divisions shall be subject to the restriction that the total number of Directors representing Divisions cannot exceed ten (10). The groupings of Divisions for purposes of representation on the Board shall be determined by negotiations with the relevant Divisions, taking into account similarities of subjects. Any dispute shall be resolved by resolution of the Board.
(f) The divisional representation on the Board shall be reviewed periodically, but must be reviewed if any Division presents a resolution to the Board requesting a change in its representation.

Section 5 - Finances

(a) When a Division offers services which, in the opinion of the Board, are additional to the normal privileges of membership, it may be authorized by the Board to make a charge for such services.
(b) Divisions may be financed by special revenues subscribed to the Society for their benefit.
c) Divisions shall be supported financially in part, where necessary by such grants as the Board shall approve.
d) The Society shall not be liable for any expenses incurred or obligations undertaken by the Divisions without prior written approval of the Board.

Article XIV - Student Chapters

Section 1 - Establishment

Student Chapters (Chapters) may be established by the Board at universities, colleges or institutes.

Section 2 - Accountability

(a) Chapters so formed shall have the right to nominate one (1) of their members to the Executive Committee of the Section of the Institute or to the Local Section of the Society in the area in which the university, college or institute is located. Where several Chapters are located within this area, no more than four (4) such nominations shall be made.

(b) An Officer of the Section of the Institute or Society shall be an ex-officio member of the Student Chapter Executive.

(c) Chapters shall adopt regulations providing for the election of Officers, the holding of meetings and other matters of local jurisdiction as may be deemed advisable in the opinion of the majority of the members of the Student Chapter. The regulations of Chapters must be approved by the Board.

Section 3 - Finances

(a) Chapters shall be supported financially in part from the funds of the Society by such grants as the Board shall approve from time to time.

(b) The Society shall not be liable for any expenses incurred or obligations undertaken by the Chapters without prior written approval of the Board.

Article XV - Annual and Special General Meetings

Section 1 – Annual General Meeting

An annual general meeting of the members of the Society 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 Society may be held upon the call of the Board at such times and places at 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 Society 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 Society, the President of the Society shall preside, or, in the event of the President's absence, then the Vice-President shall preside. In the absence of both the President and the Vice-President, 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 judgement 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 Society 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 Society sent to all members.

Section 5 – Adjournments

Any annual or special general meeting of the Society 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.

Section 6 – Quorum

A quorum for the transaction of business at any annual or special general meeting of members shall consist of thirty (30) members present in person.

Section 7 – Voting

(a) Each member in good standing shall, at all annual or special general meetings of members of the Society, 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 Society. 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 Society. 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 received, and ballots not received within this period of six (6) weeks shall 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 Society 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 President of the Society shall report to the members on the activities of the Society during the previous year, which report shall be published in the official Journal of the Society, and the Treasurer of the Society shall present an audited statement showing the financial position of the Society for the previous fiscal year. The financial report shall be published in the official Journal of the Society at least six (6) weeks prior to the annual general meeting.

(b) The meetings of any body of the Society 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 XVI – Appointment of Auditors

An auditor or auditors shall be appointed at each annual general meeting of the Society 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 XVII – Financial Year

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

Article XVIII – Finances

Section 1 – Signing Authority

All cheques, bills of exchange, and other negotiable instruments issued or endorsed in the name of the Society shall be signed by two (2) Officers, employees or agents of the Society 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 Society's bankers for the credit of the Society or the same may be endorsed "for deposit only" with the bankers of the Society.
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 Society's bankers and the Society 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 Society shall be deposited from time to time to the credit of the Society in such manner as may be authorized by resolution of the Board.
(d) All funds and securities received by the Institute on behalf of the Society shall be credited to the Society for its own operation and activities.

Section 3 – Surplus Funds

Funds of the Society not needed for immediate purposes shall be deemed surplus and may be invested in such ways and in such securities as approved by the Board.

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 Society 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 Society to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Society. Such sums of money shall not be used for purposes that are of pecuniary gain to the members of the Society.

Article XIX – Dissolution

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

Article XX – 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 announced 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.

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