

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

Canadian Anthropology Society/ Société Canadienne d'Anthropologie

(the "Corporation")

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

## 1. **Definition**

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

"Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"Corporation" means the CANADIAN ANTHROPOLOGY SOCIETY/SOCIÉTÉ CANADIENNE D'ANTHROPOLOGIE;

"Executive Committee" means the Board of Directors of the Corporation and "Committee Member" means a member of the Executive Committee;

"meeting of members" includes an annual meeting of members or a special meeting of members;

"member" means a Member of the Corporation;

"special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## 2. **Objects of the Corporation**

The objects of the Corporation are as follows:

- (i) To educate members of the profession of anthropology, pre-professionals of the profession of anthropology or students of anthropology.
- (ii) To promote the profession of anthropology in the following ways:
  - (a) to hold an annual conference for the presentation of educative papers relating to anthropology;
  - (b) to assist and support members of the profession, pre-professionals or students of anthropology and scholarly research relating to the profession of anthropology;
  - (c) to assist and support Aboriginal and other groups through the diffusion of anthropological understanding and practices by providing educative information.

### **3. Corporate Seal**

The seal, an impression of which is stamped in the margin of this document, shall be the seal of the corporation. The secretary of the Corporation shall be the custodian of the corporate seal.

### **4. Execution of Documents**

Deeds, transfers, assignments, contracts and obligations on behalf of the Corporation may be signed by the President and by the Secretary or the Treasurer. In addition, the Executive Committee may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, assignment, contract or obligations of the Corporation or any class thereof may or shall be signed. The Corporate Seal shall be affixed to such instruments as require the same, and the signing officers are hereby authorized to affix same thereto.

### **5. Financial Year**

The financial year end of the Corporation shall be December 31 in each year.

### **6. Banking Arrangements**

The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on business as the Executive Committee may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such one or more officers and/or other persons as the Executive Committee may designate, direct or authorize from time to time by resolution and to the extent therein provided, including, but without restricting the generality of the foregoing, the operation of the Corporation's account; the making, signing, drawing, accepting, endorsing, negotiation, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the Corporation; the execution of any agreement relating to any property of the Corporation; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any act or thing on the Corporation's behalf to facilitate such banking business.

### **7. Deposit of Securities for Safekeeping by the Corporation**

- (a) The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Executive Committee.

(b) Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officers or officers, agent or agents, of the Corporation, and in such manner as shall from time to time be determined by resolution of the Executive Committee and such authority may be general or confined to specific instances.

(c) The institutions which may be so selected as custodians of the Executive Committee shall be fully protected in acting in accordance with the directions of the Executive Committee and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

#### **8. Execution of Instruments on Behalf of the Corporation**

Deeds, transfers, assignments, contracts and obligations on behalf of the Corporation may be signed by the President and by the Secretary or the Treasurer. In addition, the Executive Committee may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, assignment, contract or obligations of the Corporation or any class thereof may or shall be signed. The Corporate Seal shall be affixed to such instruments as require the same, and the signing officers are hereby authorized to affix same thereto.

#### **9. Borrowing Powers**

If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the corporation may from time to time:

1. borrow money on the credit of the corporation;
2. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and
3. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

#### **10. Annual Financial Statements**

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

#### **11. Books and Records of the Corporation**

(a) The Executive Committee shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

(b) Appropriate minutes shall be kept of each meeting of Members compiled in such a way as to be retained on permanent record.

(c) Appropriate minutes shall be kept of each meeting of the Executive Committee compiled in such a way as to be retained on permanent record.

(d) Appropriate minutes shall be kept of each meeting of each Committee of the Executive Committee compiled in such a way as to be retained on permanent record.

## **12. Membership Conditions**

(a) Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available to persons interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

(b) Members may be expelled by Resolution of the Executive Committee.

(c) Unless otherwise provided by the provisions of the By-laws of the Corporation and subject to the provisions if any, contained in the Letters Patent of the Corporation, each Member in good standing shall be entitled to one (1) vote on each question arising at any special or general meeting of the Members.

No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless they have paid all dues or fees, if any, then payable by them.

(d) The Executive Committee may terminate the Membership of any Member for nonpayment of fees.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

## **13. Membership Transferability**

Membership in the Corporation is not transferable.

Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

## **14. Notice of Members Meeting**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

## **15. Members Calling a Members' Meeting**

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the

directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

#### 16. Absentee Voting at Members' Meetings

Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

1. a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
2. a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatary
  - a) at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
  - b) with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
3. a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
4. if a form of proxy is created by a person other than the member, the form of proxy shall
  - a) indicate, in bold-face type,
    - i. the meeting at which it is to be used,
    - ii. that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
    - iii. instructions on the manner in which the member may appoint the proxyholder,
  - b) contain a designated blank space for the date of the signature,
  - c) provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
  - d) provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
  - e) provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
  - f) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;

5. a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
6. if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
7. a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

1. enables the votes to be gathered in a manner that permits their subsequent verification, and
2. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

## **17. Membership Dues**

The fee for Membership shall be fixed by resolution of the Executive Committee from time to time and shall be payable annually. Membership fees will become due on January 1st of each and every year. Members may pay their fees for the current calendar year or the calendar year designated by the member. Members will be eligible to receive one volume of THE JOURNAL OF THE SOCIETY for each year they are paid-up members.

## **18. Termination of Membership**

A membership in the Corporation is terminated when:

1. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
2. the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
3. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
4. the member's term of membership expires; or
5. the Corporation is liquidated or dissolved under the Act.

**19. Effect of Termination of Membership**

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

**20. Discipline of Members**

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

1. violating any provision of the articles, by-laws, or written policies of the Corporation;
2. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
3. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

**21. Proposals Nominating Directors at Annual Members' Meetings**

The Secretary will publish a call in a manner as the Executive committee may decide for nominations of individuals for positions on the Executive Committee which shall need to be filled for the following year. The Secretary will submit to the Membership in a manner as the Executive Committee may decide a ballot and a list of individuals who were nominated, and who agreed to stand, for a position on the Executive Committee. This list shall include those nominated by members and those nominated by the Vice-President (President Elect) in consultation with the Executive Committee. The results of the balloting shall be announced at the Annual Meeting of Members, and those elected shall assume their offices at the end of that Meeting.

**22. Cost of Publishing Proposals for Annual Members' Meetings**

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

**23. Place of Members' Meeting**

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada or outside Canada determined by the board.

**24. Persons Entitled to be Present at Members' Meetings**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

**25. Chair of Members' Meetings**

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

**26. Quorum at Members' Meetings**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be seventy-five (75) members entitled to vote at the meeting or 20% percent of the members entitled to vote at the meeting, whichever is the lesser number. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

**27. Votes to Govern at Members' Meetings**

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

**28. Participation by Electronic Means at Members' Meetings**

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

**29. Members' Meeting Held Entirely by Electronic Means**

Meetings of members may not be held entirely by telephonic, electronic or other communication facility.

**30. Number of Directors**

An Executive Committee of eight (8) individuals shall manage the affairs of the Corporation.

**31. Term of Office of Directors**

The terms of office shall be:  
President 1 year  
Vice-President (Past President) 1 year



Vice-President (President Elect) 1 year  
Secretary 2 years  
Treasurer 2 years  
Communications Officer 3 years  
Member-at-large 2 years  
Member-at-large 2 years

### **32. Qualifications of Directors**

- (a) Each Committee Member at the time of their election or appointment, or within ten (10) days thereafter, and throughout their term of office, shall be a Member of the Corporation in good standing.
- (b) Each Committee Member shall be a resident of the Dominion of Canada within the meaning of that term as defined by The Income Tax Act of Canada or shall become a resident of Canada within ten (10) days of their election as a Committee Member, failing which their election to the Executive Committee shall become null and void.
- (c) The Secretary of the Annual Meeting of Members shall when circulating the notice of the individuals nominated for the election of Committee Members advise the members of the corporation that it is in the best interests of the corporation that its Executive Committee be representative of the two official languages of Canada.

### **33. Remuneration of Board Members and Officers**

The Committee Members and Officers shall receive no remuneration for acting as such, but shall be entitled for reimbursement for their reasonable expenses incurred by serving as an Executive Committee Member of the Corporation.

### **34. Interest of Community Members in Contract**

1. No Committee Member shall be disqualified by their office from contracting with the Corporation, nor shall any contract or arrangement entered into by or on behalf of the Corporation with any Committee Member or in which any Committee Member is in any way interested be liable to be voided, nor shall any Committee Member so contracting or being so interested be liable to account to the Corporation for any profit realized from any such contract or arrangement by reason of such Committee Member holding that office or the fiduciary relationship thereby established.

2. No Committee Member or their family shall enter into any business arrangement with the Corporation in which they are interested directly or indirectly, except:

(i) on a written and competitive sealed quotation basis, and

(ii) until such a Committee Member has declared such interest to the extent, in the manner and at the time required by the Corporation or by law and has refrained from voting in respect of the contract or arrangement or proposed contract or arrangement.

### **35. Protection of Board Members and Officers**

No Committee Member or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Committee Member or Officer, or for joining any receipt or other act for

conformity, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Executive Committee for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss occasioned by error, damage or misfortune of any Officer that shall happen in the execution of the duties of the office or in relation thereto unless the same shall happen through their own dishonesty.

### **36. Indemnity of Board Members and Officers**

Every Committee Member or Officer of the Corporation and their heirs, executors, and administrators and estate and effects respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

(a) All costs, charges and expenses whatsoever which such Committee Member or Officer sustains or incurs 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 office; and

(b) All other costs, charges and expenses that they sustain or incur in or about or in relation to the affairs thereof; except such costs, charges or expenses as are occasioned by their own willful neglect or default.

### **37. Calling of Meetings of Board of Directors**

Meetings of the Executive Committee shall be held from time to time at the call of the Executive Committee, the President, or by written petition of four (4) Members of the Executive Committee at a place and time to be determined by the call for such Executive Committee Meeting.

### **38. Notice of Meeting of Board of Directors**

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

### **39. Regular Meetings of the Board of Directors**

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

### **40. Votes to Govern at Meetings of the Board of Directors**

(a) At all meetings of the Executive Committee, every question shall be decided by a majority of the votes cast on the question; and in case of an equality of votes, the Chair of the meeting shall be entitled to a second or casting vote.

(b) All votes at any such meeting shall be taken by ballot if so demanded by any Executive Committee Member present, but, if no demand is made the vote shall be taken in the usual way by assent or dissent.

(c) 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 facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

#### **41. Committees of the Board of Directors**

1. (a) The Executive Committee may at any meeting appoint any Special Committee and name the Chair and Assistant Chair thereof;

(b) For any Special Committee appointed under Subsection (a), the Executive Committee shall prescribe terms of reference.

(c) The Executive Committee may by resolution properly enacted dissolve any Special Committee at any time.

2. The Chair and, in the Chair's absence, the Assistant Chair of a Committee shall attend each meeting of the Executive Committee, whereat a recommendation or report of his Committee is to be considered, and shall be afforded every opportunity to enter into discussion thereof when it is being considered.

#### **42. Appointment of Agents and Attorneys**

The Executive Committee shall have power from time to time to appoint agents or attorneys for the Corporation in any province with such powers of management or otherwise as may be thought fit.

#### **43. Appointment of Officers**

1. (a) The Executive Committee may by resolution duly enacted appoint a Chief Administrative Officer and establish an administrative office to serve the needs of the Corporation.

(b) Such Chief Administrative Officer shall:

(i) be responsible to the Executive Committee for the general administration, organization and management of the Corporation in accordance with the policies established by the Corporation through its Executive Committee;

(ii) attend all meetings of the Executive Committee and of its Committees;

(iii) employ, control and direct all employees of the Corporation, including senior staff;

(iv) be responsible for the payment by cheque of all salaries and amounts due from and owing by the Corporation which fall within the purview and scope of the approved annual budget or otherwise as may be established from time to time by resolution of the Executive Committee;

(v) report to the executive Committee any matter about which it should have knowledge; and

(vi) such other duties as may be from time to time assigned by the Executive Committee.

2. (a) The Executive Committee shall at the first meeting of the Executive Committee after the annual election of such Executive Committee appoint officers in charge of special portfolios, including: Anglophone and Francophone Editors of THE JOURNAL OF THE SOCIETY, Principal Organizers of Annual Conferences, Members of the Richard F. Salisbury Prize Committee, and other Member(s) invited by the Executive Committee to be responsible for a special task related to the activities of the Society.

#### 44. Description of Offices

##### DUTIES OF PRESIDENT OF THE CORPORATION

- (a) The President, shall, when present, preside at all meetings of the Corporation and of the Executive Committee.
- (b) The President shall be charged with and shall have the general management, direction and supervision, subject to the authority of the Executive Committee, of the business, affairs and operations of the Corporation and the power to appoint and remove any and all employees and agents of the Corporation not elected or appointed directly by the Executive Committee and to settle the terms of their unemployment and remuneration, if any, unless the said power to appoint and remove is subsequently delegated by properly enacted resolution to a chief administrative officer of the Corporation.
- (c) The President together with the Secretary or other Officer appointed by the Executive Committee for the purpose shall sign all By-laws.

##### DUTIES OF THE VICE-PRESIDENTS OF THE CORPORATION

- (a) Vice-Presidents shall perform such duties and exercise such powers as the President may from time to time delegate to them or the Executive Committee may prescribe.
- (b) During the absence or inability of the President, their duties may be performed and their powers may be exercised by the Vice-President (President-Elect) or such other Officer as the Executive Committee shall appoint.
- (c) If the Vice-President (President-Elect) or such other Officer as the Executive Committee may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

##### DUTIES OF THE SECRETARY

- (a) The Secretary shall be ex officio clerk of the Executive Committee.
- (b) The Secretary shall attend all meetings of the Executive Committee, the Members and Committees and shall enter, record or cause to be entered or recorded in books for that purpose all facts and minutes of all proceedings.
- (c) The Secretary shall give or cause to be given all notices required to be given to Members, auditors, Committee Members and to members of Committees.
- (d) The Secretary shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all its corporate books, papers, records, documents, correspondence, contracts and other instruments belonging to the Corporation, which they shall deliver up only when authorized by a resolution of the Executive Committee to do so and to such person or persons as may be named in the resolution.
- (e) The Secretary with the President or other Officer appointed by the Executive Committee for the purpose shall sign all By-laws and Membership Certificates.
- (f) The Secretary shall perform such other duties as may from time to time be determined by the Executive Committee.

##### DUTIES OF THE TREASURER OF THE CORPORATION

- (a) The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the Executive Committee, shall deposit and shall control the deposit of all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Executive Committee, the safekeeping and the disbursement of the funds of the Corporation.
- (b) The Treasurer shall disburse the funds of the Corporation under the direction of the Executive Committee, taking proper vouchers therefor.
- (c) The Treasurer shall render to the Executive Committee at the regular meetings thereof or whenever required of them, an account of all their transactions as Treasurer, and of the financial position of the Corporation.
- (d) The Treasurer shall also perform such other duties as may from time to time be determined or

prescribed by the Executive Committee.

#### DUTIES OF OTHER OFFICERS OF THE CORPORATION

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Executive Committee requires of them.

#### VARIATION OF DUTIES OF OFFICERS OF THE CORPORATION

(a) From time to time, the Executive Committee may vary, add to or limit the powers and duties of any Officer.

(b) Any of the powers and duties of and Officer to whom an assistant has been appointed may be exercised and performed by such an assistant, unless the Executive Committee otherwise directs.

#### 45. Vacancy in Office

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

1. the officer's successor being appointed,
2. the officer's resignation,
3. such officer ceasing to be a director (if a necessary qualification of appointment) or
4. such officer's death.

(a) Vacancies on the Executive Committee, however caused, may, so long as a quorum of the Executive Committee remains in office, be filled for the remainder of their terms of office by the Executive Committee from among qualified members of the Corporation, if they shall see fit to do so, or by the Members of the Corporation at a general meeting called for the purpose, otherwise such vacancy shall be filled at the next annual balloting, or at the next annual meeting of the Members at which the Executive Committee Members for the ensuing year are elected, but if there is not a quorum of Executive Committee Members, the remaining Executive Committee Members shall forthwith call a meeting of the Members to fill the vacancy.

(b) If the number of the Executive Committee is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

#### 46. Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

1. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
2. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
3. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
4. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the

appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

**47. Invalidity of any Provisions of this By-law**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

**48. Omissions and Errors**

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

**49. Languages of the Corporation**

The Corporation shall have both French and English as its official language. All official communications of the Corporation shall be published in both languages. Papers delivered at the annual meeting of Members may be given in either language. Any papers published in *the journal of the society* will be printed in the language of the Corporation in which it is submitted, with an abstract in the other language of the Corporation.

**50. By-laws and Effective Date**

(a) Amendments to the By-laws of the Corporation shall be made by the Executive Committee but shall not be effective until confirmed by a majority of two-thirds (2/3) of the votes cast by a mail ballot sent to all Members, or at a special general meeting of Members call for the purpose of considering an amendment or amendments to the By-laws of the Corporation in which case the said two-thirds (2/3) majority of the votes cast made by the Members either present in person or by a properly constituted proxy.

(b) All new By-laws of the Corporation dealing with the affairs of the corporation not yet governed by any By-law shall be made by the Executive Committee and shall be effective forthwith, provided that the enactment, repeal or amendment of such by-law shall not be enforced or acted upon until a mail ballot sent to all members, or until the next annual meeting of Members, when they shall be confirmed by a two-thirds (2/3) majority of votes cast, and in the case of a meeting votes may be cast by the Members either present in person or by their properly constituted proxy, but in the absence of such confirmation shall become null and void and of no consequence whatsoever.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.