

CANADIAN GEOSCIENCE COUNCIL/  
CONSEIL GÉOSCIENTIFIQUE CANADIEN

REVISION OF 05/2001:

BY-LAW No. 1: A By-law relating generally to the transaction of the affairs of the  
CANADIAN GEOSCIENCE COUNCIL/CONSEIL GÉOSCIENTIFIQUE CANADIEN

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1. SEAL

1.1 The seal of the corporation shall be of such form as shall be prescribed by the Board of Directors of the Canadian Geoscience Council - Conseil Géoscientifique Canadien (hereinafter called the "Council") and shall have the words "Canadian Geoscience Council/Conseil Géoscientifique Canadien" inscribed thereon. The Administration Director of the Council shall have custody of the seal and shall be responsible therefor.

2. HEAD OFFICE

2.1 The Head Office of the Council shall be in the City of Residence of the Administration Director, or at such place as the Board of Directors may from time to time fix.

3. MEMBERSHIP

3.1 Membership in the Council shall be open to any Canadian Society or Organization concerned primarily with the earth sciences and which subscribes to the aims, objectives and responsibilities of the Council.

3.2 Each Member shall designate a single individual as its official Representative, to whom correspondence of the Council shall be directed, and shall designate another individual as Alternate Representative. The Representative, or the Alternate Representative in the stead of the Representative, shall exercise voting power. There shall be several levels of membership, associated with corresponding levels of annual subscription and voting power, as determined by Council from time to time.

3.3 Representatives and Alternate Representatives designated by Members shall be empowered by their Society or

Organization to make decisions on behalf of their Society or Organization.

3.4 In the event that a Representative of a Member is elected a Director of the Council, the Member shall appoint another individual as Representative to replace the Representative while the first Representative serves as a Director.

3.5 Notwithstanding the foregoing, Members may send non-voting observers to any meeting of Members of the Council.

3.6 Any Member may withdraw from the Council by delivering to the Council a written resignation, lodging a copy of the same with the President of the Council.

3.7 A Member shall cease to be a Member if the Member has failed to renew the membership and pay the annual fees within any fiscal year and the Board of Directors has voted to terminate that membership.

3.8 Formal notice of proposed revisions to the schedule of membership levels, annual fees, and voting powers, shall be circulated with the draft agenda in advance of any meeting of the members of the Council at which changes in the schedule are to be considered.

#### 4. BOARD OF DIRECTORS

4.1 The property and affairs of the Council shall be governed and managed by a board of Nine (9) directors, which shall comprise the President, past- President or President-elect and seven (7) directors whom are members in good standing of Member societies or organizations.

4.2 The President shall become past-President for a one year term, without a vote of Members, on completion of the term as President

4.3 The President and all directors, except the President-elect and past-President, shall be elected for Two (2) year terms. The President-elect shall be elected for a one (1) year term in alternate years.

4.4 Each director shall hold office for the term defined in paragraph subsection 4.2 or 4.3, from the time of his or her election until his or her successor shall have been duly elected and qualified.

4.5 The office of director shall be automatically vacated:

(a) if a director shall resign his or her office by delivering a written resignation to the Council;

(b) if a director is found to have become of unsound mind;

(c) if a director becomes bankrupt or suspends payment or compounds with his creditors;

(d) if at a special general meeting of members duly called for such purpose a resolution is passed by a majority of at least Two-Thirds (2/3) of the Members voting that he or she be removed from office and provided that the notice of such meeting shall have been given at least Forty-five (45) days prior to the meeting at which removal is to be considered and such notice has set out the reasons for removal of such person from office; or

(e) on the death of the director.

4.6 Vacancies occurring in the Board of Directors or among the officers between the time of their election and the next Annual General Meeting of the Council shall be filled by a majority vote of the Board of Directors or, in the alternative, may be filled by a vote of Members at a general meeting of Members duly called for such purpose.

#### 5. MEETINGS OF BOARD OF DIRECTORS

5.1 Meetings of the Board of Directors may be held at any time and place to be determined by the President of the

Council or by the Board of Directors, provided that seven (7) clear days notice of such meeting shall be sent in writing to each director. No formal notice shall be necessary if all the directors are present at the meeting or waive notice thereof in writing. No error or omission in giving notice of any meeting of the Board of Directors of the Council shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

5.2 A quorum for directors' meeting shall be Four (4) directors, two of whom shall be the President, past-President or President-elect, Administrative Director or Financial Director.

5.3 At all meetings of the directors every question shall be decided by a majority of the votes cast on the question. A vote shall be cast either by a show of hands or by a vote taken as the President of the Council (or Chairman of the Meeting should the President of the Council not preside at the meeting) may direct unless otherwise provided herein. In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote. In the event of an unresolved tie, the motion, resolution or proposal shall not carry. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted or his or her successor is elected.

## 6. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

6.1 The property and affairs of the Council shall be managed and controlled by the Board of Directors subject at all times to the direction of any meeting of members.

6.2 The directors of the Council shall not be entitled to receive remuneration for their services as such. The directors may be reimbursed for reasonable expenses incurred in connection with their attendance at each meeting of the Board and for reasonable expenses incurred in connection with their services to the Council as directors.

6.3 The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties and receive such compensation as shall be prescribed by resolution of the Board of Directors.

6.4 Payment of expenses incurred by the Council or any director, officer, agent or employee shall require submission of receipts, and be subject to the approval of the Financial Director, except that expenses incurred by this officer shall be subject to the approval of the President.

6.5 The Board of Directors shall take such steps as it may deem requisite to enable the Council to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Council.

6.6 The Board of Directors may administer the affairs of the Council in all things and may cause to be made for the Council, in its name, any kind of contract which the Council may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Council is by its Letters Patent or otherwise authorized to exercise and do.

6.7 The Board of Directors shall have power to authorize expenditures on behalf of the Council from time to time for the purpose of furthering the objects of the Council.

## 7. INDEMNIFICATION OF DIRECTORS

7.1 The Council hereby acknowledges that each and every director or officer of the Council shall be deemed to have assumed office on the express understanding and agreement and condition that every director and officer of the Council and his or her 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 Council from and against all costs, charges, and expenses whatsoever, which such director(s) or officer(s) sustain(s) or incur(s) in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her or them, for or in respect of any act, deed, matter or thing whatsoever made and done or permitted by him or her or them in or about the execution of

the duties of his or her or their office or offices, and also from and against all other costs, charges and expenses which he or she or they sustain or incur in or about or in relation to the affairs of the Council, except such costs, charges or expenses as are occasioned by his or her or their own willful neglect or default.

## 8. COMMITTEES

8.1 The Board of Directors may, from time to time, appoint permanent or ad hoc committees as it may deem appropriate having such power and with such membership as it may from time to time by resolution determine.

8.2 Any member of a committee shall cease to be a member of such committee upon the termination of his or her appointment by the Board of Directors. Members of committees shall not receive any compensation for their services as such.

## 9. OFFICERS

9.1 The officers of the Council shall be a President, past-President or President-elect (in alternating years), Administration Director, and Financial Director.

9.2 The officers shall be directors of the Council and shall be elected to such offices at the Annual General Meeting of members, as provided in paragraph 4 hereof.

9.3 The officers of the Council shall hold office for the terms of their directorships.

9.4 Any officer of Council shall cease to be an officer of the Council if he or she ceases to be a director of the Council.

## 10. DUTIES OF OFFICERS

10.1 The President shall preside at all meetings of the Council and Board of Directors and shall be, ex officio, a member of all committees. He or she shall be generally responsible for the conduct of the affairs of the Council. He or she shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she may call meetings of the members and of the Board of Directors.

10.2 The President-elect, or failing him or her, the past President shall, in the absence of the President, perform the duties and exercise the powers of the President. He or she shall assist the President in the discharge of his duties. In the event of a vacancy in the office of President, he or she shall assume the office of Acting President until a new President is elected. He or she shall perform such other duties as shall from time to time be directed by the Board of Directors.

10.3 The Financial Director shall be responsible for the custody and administration of the funds of the Council. He or she shall deposit such funds in an account in the name of the Council, in a Canadian Chartered Bank or as otherwise directed by the Board of Directors. He or she shall keep such financial records as are necessary for the proper accounting of the funds of the Council. He or she shall prepare statements of receipts and disbursements as required for meetings of the Council or the Board of Directors. He or she shall arrange for the preparation and presentation of a budget and an audited financial statement for the annual general meeting of the Council.

10.4 The Administration Director shall be responsible for taking, or for designating a recording secretary from time to time to take the minutes of all meetings of the Council and of the Board of Directors and for distributing such minutes to the members or the Board of Directors. He or she shall give or cause to be given notices of all meetings of the members and of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or by the Chairman. He or she shall also perform such other duties as may from time to time be directed by the Board of Directors.

10.5 The International Director shall advise the Council on Canadian participation in international geoscience activities and chair a Canadian National Committee for the International Union of Geological Sciences and its

associated International Geological Congress. He or she shall also perform such other duties as may from time to time be directed by the Board of Directors.

10.6 The Education Director shall normally be the President of the Canadian Geoscience Education Network and shall advise Council on education activities in geoscience.

#### 11. SIGNATURE OF COUNCIL CHEQUES

11.1 Cheques on the Council's bank account shall be signed by any two (2) of the following, namely: the President, past President or President-elect, Administration Director or Financial Director. The Board of Directors shall have the power to appoint additional signing officers if required from time to time.

#### 12. SIGNATURE OF COUNCIL CONTRACTS

12.1 Contracts, documents or any instrument in writing requiring the signature of the Council shall be signed by any two of the President, past-President or President-elect, Administration Director or Financial Director and all contracts, documents and instruments in writing so signed shall be binding upon the Council without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint a person or persons on behalf of the Council to sign specific contracts, documents and instruments in writing. The Board of Directors may give the Council's power of attorney to any Chartered bank, trust company or registered dealer of securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities owned by the Council. The seal of the Council when required may be affixed to contracts, documents and instruments in writing signed as aforesaid by any officer.

#### 13. MEETINGS OF MEMBERS

13.1 The Annual General Meeting shall be held in each year at such time and place as the previous Annual General Meeting shall have determined. Failing such determination by a previous Annual General Meeting the decision as to the time and place shall be made by the Board of Directors. The Board of Directors may also, by resolution, change the time and place of the Annual General Meeting should it be inexpedient or impractical to hold the Annual General Meeting as previously determined.

13.2 Not less than sixty (60) days written notice of the date and place of the Annual General Meeting shall be given by the Administrative Director to all Members of the Council. In the case of any other meeting of Members, not less than thirty (30) days notice shall be given.

13.3 At least one month prior to the Annual General Meeting an agenda shall be sent by mail, or electronic file transmission, to all members which shall include among other things, the following subjects:

- (a) appointment of Chairman of the Annual General Meeting should the President, past-President or President-elect not be present;
- (b) the minutes of the previous Annual General Meeting or of any other general meeting;
- (c) President's report;
- (d) Finance Director's report;
- (e) Board of Directors recommended budget;
- (f) report of the nominating committee;
- (g) election of directors and officers;
- (h) assumption of office by new officers and directors;

- (i) appointment of auditors;
- (j) settling of membership fees for the ensuing year;
- (k) unfinished business;
- (l) new business;
- (m) time and place of next Annual General Meeting;
- (n) adjournment.

13.4 At the Annual General Meeting an auditor or auditors shall be appointed to audit the accounts of the Council, and to hold office until the next Annual General Meeting, provided that the Board of Directors may fill any vacancy occurring in such office between Annual General Meetings. In the event that auditor or auditors in office at the date of such Annual General Meeting shall continue to hold office until his or their successor is appointed. The remuneration of the auditor(s) shall be fixed by the Board of Directors.

13.5 Any general meeting of the members of the Council shall be held at the head office of the Council or at such other place as the President or the Board of Directors may determine and on such day and at such time as the said President or Board of Directors shall appoint.

13.6 A general meeting of the Council shall be called by the President or upon written request by ten (10) or more Members and upon written requests as aforesaid, the President shall call a general meeting.

#### 14. QUORUM FOR MEMBERS MEETING

14.1 One-third (1/3) of the persons entitled to vote at any Annual General Meeting or at any general meeting of the Council shall constitute a quorum for such meetings.

#### 15. VOTING OF MEMBERS

15.1 At any Annual General Meeting or at any general meeting, each Representative (or Alternate Representative should the Representative be unable to attend) of a Member in good standing and each Director shall have the right to move, to second and to vote on any motion, resolution or proposal.

15.2 Notwithstanding any provision contained herein, the Chairman of the meeting shall vote only in the event of a tie vote.

15.3 At any general meeting or any Annual General Meeting, a Member who is not entitled to vote may enter into discussion and debate but may not move, second or vote on any motion, resolution or proposal.

15.4 Subject to paragraph 15.5 hereof, at all meetings of Members every question shall be decided by a majority of the votes of the Members present in person unless otherwise required by the by-laws of the Council. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by a Member. Upon a show of hands, or upon a poll being taken, a declaration by the Chairman that a motion, resolution or proposal has been carried or not carried and an entry to that effect in the Minutes of the Council shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour of or against such motion, resolution or proposal.

15.5 Notwithstanding any of the foregoing, a Ballot to all Members entitled to vote at a general meeting sent by mail, or electronic file transmission, may be employed in matters of urgency as determined and directed by the Board of Directors, except for amendments to the Letters Patent and by-laws of the Council. The ballot shall be in the form determined by the Board of Directors and the vote shall be conducted in such manner and within such time

limits as the Board of Directors may determine. Any vote conducted in such manner shall have the same force and effect as it had been conducted in accordance with at a duly constituted meeting of the members of the Council.

#### 16. NOMINATING COMMITTEE

16.1 At least ninety (90) days prior to the Council's Annual General Meeting, the Board of Directors shall appoint a nominating committee consisting of the past-President, or failing him or her the Administrative Director, who shall be the ex-officio chair, and the chair shall present to the Board of Directors his or her recommendation for two (2) or more additional individuals to this committee. On confirmation by the Board, the committee shall prepare a slate of candidates for election as directors and officers at the Annual General Meeting.

16.2 The nominating committee shall receive written nominations at least two months prior to the Annual General Meeting and any nominations so received shall be sent to the Members in the report of the committee at least thirty (30) days prior to the Annual General Meeting and be placed before the Annual General Meeting.

16.3 Should there be more than two candidates nominated for election to any one office or position and should no one of such candidates receive more than one-half of the total votes cast for such office or position, the election procedure shall be by way of elimination: the candidate with the least number of votes being eliminated and another vote taken and so on until one such candidate receives more than one-half of the total number of votes cast.

#### 17. FISCAL YEAR

17.1 Unless otherwise ordered by the Board of Directors, the fiscal year-end of the Council shall be the 31st day of March each year.

#### 18. AMENDMENT AND REPEAL OF BY-LAWS

18.1 By-laws of the Council may be amended or repealed by by-law enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least Two-Thirds (2/3) of the votes cast at a general or annual meeting of the Council, notice of which has been given not less than Thirty (30) days and not more than Sixty (60) days prior to the date of such meeting to the members of the association. The repeal or amendment of the by-laws shall not be enforced or acted upon until the approval of the Minister of Industry Canada has been obtained.

#### 19. DISSOLUTION

19.1 If at any time, for any reason, the Council is dissolved or wound-up all monies, records, property and assets of the Council shall be disposed of and the proceeds after payment of all liabilities distributed to the Canadian Geological Foundation or other non-profit organizations serving the advancement of earth sciences in Canada which may at the time of dissolution be deemed appropriate by the Corporation.

#### 20. INTERPRETATION

20.1 In this by-law and in all other by-laws of the Council hereafter passed unless the context otherwise required, words importing the singular number or the masculine gender shall include the plural number or the feminine gender as the case may be and vice versa. References to individuals or persons shall not include firms or councils.

WITNESS the corporate seal of the Corporation.

DATED at the City of \_\_\_\_\_ this day of \_\_\_\_\_, 2001

President

Administrative Director