

CANADIAN FEDERATION OF BIOLOGICAL SOCIETIES
FEDERATION CANADIENNE DES SOCIETES DE BIOLOGIE

REVISED BY-LAWS - November 2003

BE IT ENACTED

and it is hereby enacted as a by-law of the
CANADIAN FEDERATION OF BIOLOGICAL SOCIETIES -
FEDERATION CANADIENNE DES SOCIETES DE BIOLOGIE
(hereinafter called the "Corporation") as follows:

CORPORATE SEAL

1. The seal of the Corporation shall be in such form as shall be prescribed by the Directors of the Corporation and shall have the words "CANADIAN FEDERATION OF BIOLOGICAL SOCIETIES - FEDERATION CANADIENNE DES SOCIETES DE BIOLOGIE."

CONDITIONS OF MEMBERSHIP

2. Membership in the Corporation shall be limited to duly incorporated Societies, hereafter called Member Societies, interested in furthering the biological sciences in Canada and whose application for admission as a Member Society has received the approval of the Board of Directors of the Corporation.
3. There shall be no membership fees or dues unless otherwise directed by the Board of Directors. This amount, known as The Federation Levy, will be determined annually by Board of Directors.
4. Any Member Society may withdraw from the Corporation by delivering to the head office of the Corporation a written, certified copy of a resolution of resignation by the Member Society's governing body and lodging same with the Secretary of the Corporation. Such resignation shall become effective one year after the receipt of the resignation.
5. Any Member Society may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting provided that any such Member Society shall be granted an opportunity to be heard at such meeting. Such resignation shall become effective one year after the receipt of the resolution by the President of said Member Society of a certified copy of the resolution of the Corporation's Board of Directors.

HEAD OFFICE

6. Until changed by resolution and in accordance with the Act, the Head Office of the Corporation shall be in the City of Ottawa of the Province of Ontario, Canada.

BOARD OF DIRECTORS

7. The property and business of the Corporation shall be managed by a Board of Directors which shall consist of the President of each Member Society plus the Officers of the Corporation provided that all Officers are members in good standing of a Member Society. The individual Member Societies may appoint an approved representative instead of their President. Quorum shall consist of the majority present at the meeting given that a minimum of three (3) Member Societies are represented. Directors and Officers must be individuals, at least 18 years of age, with power under law to contract.
8. Provided a quorum of Directors is present, each newly elected Board may, without notice hold its first meeting immediately following the meeting of the Corporation at which the Board is elected.
9. The office of a Director shall be automatically vacated:
 - (9.a) if a Director or their Member Society shall resign their office by delivering a written resignation to the Secretary of the Corporation, such resignation to take effect one year after the delivery of the resignation,
 - (9.b) if the Director is found by a court to be of unsound mind,
 - (9.c) if the Director becomes bankrupt,
 - (9.d) if at a special general meeting of members a resolution is passed by three-quarters of the members present at the meeting that the Director be removed from office,
 - (9.e) on death of the Director.

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a member in good standing of one of the appropriate Member Societies of the Corporation.

10. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position as such provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any Director from serving the Corporation as an Officer or in any other capacity and receiving compensation therefor.

11. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

12 MEETINGS OF THE BOARD OF DIRECTORS

- (12.a) There shall be at least one (1) meeting per year of the Board of Directors.
- (12.b) Notice Of Meetings
Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that twenty eight days prior notice in writing, or 15 days prior notice by Facsimile or E-mail shall be given to each Officer and Member Society prior to the meeting. Notice of any meeting where special business will be transacted shall contain sufficient information and allow sufficient time to permit the Member Society to form a reasoned judgement on the decision to be taken. For purposes of sending notice to any Member Society or Officer for any meeting or otherwise, the address of the Member Society or Officer shall be his last address recorded on the books of the Corporation. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation 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.
- (12.c) If the Directors of the Corporation 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 or other communications facilities as permit all persons participating in the meeting to hear or otherwise communicate with each other. A Director participating in such a meeting by such means is deemed to be present at the meeting.
- (12.d) A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of directors, is as valid as if it had been passed at a meeting of Directors or committee of directors.

QUORUM

13. The quorum for the annual or any special meeting of the Corporation shall consist of a majority of the Member Societies and Officers represented in person by at least one person authorized to vote given that a minimum of three (3) Member Societies are represented.

14 VOTING AT MEETINGS OF THE CORPORATION

- (14.a) At all meetings of members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws.
- (14.b) Each Member Society present at a meeting of the members or voting by means of a Mail Ballot shall have the right to exercise two (2) votes. A Member Society may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxyholder must be a member in good standing of said Member Society.
- (14.c) Each Officer of the Corporation present at a meeting of the members shall have the right to exercise one (1) vote.
- (14.d) Other than at the Annual General Meeting of the Corporation and unless otherwise proscribed by the Letters Patent and or the Canada Corporations Act, any voting by the Board of Directors may be done at a meeting or by mail ballot.
- (14.e) Mail Ballots shall be understood to include Facsimile and E-Mail communications as well as the postal service. Quorum for such a mail ballot shall be 75% of the total eligible votes of the Board of Directors.
- (14.f) Any voting by mail ballot shall include a minimum time from mail out of notice to deadline for receipt of response, so as to allow the Directors the opportunity to form an informed opinion on the topic. Ballots shall be sent out by the head office of the Corporation, at times determined by the President. For a mail ballot the minimum period will be 28 days to allow for the return of the mail ballots to the head office of the Corporation. For Facsimile or E-Mail voting, the minimum period shall be 15 working days. Enclosure of return addressed envelopes and other procedural details shall be at the discretion of the Board and shall respect the security and privacy of the voting.

HIRINGS

15. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time. Such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

16**REMUNERATION**

- (16.a) Directors, as such, shall not receive any stated remuneration for their services. However, by resolution of the Board, the expenses of their attendance may be allowed for their attendance at regular or special meetings of the Board.
- (16.b) A reasonable remuneration for all agents and employees of the Corporation shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next meeting of the Board when such resolution shall be confirmed by resolution of the Board, or in the absence of such confirmation by the Board, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of the Board. Agents and employees shall be afforded such benefits, annual performance reviews, and remuneration reviews as are commonly found in University settings in Canada.

17**INDEMNITIES TO DIRECTORS AND OTHERS**

- (17.a) Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it 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:
- (17.b) all costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of their office or in respect of any such liability;
- (17.c) all other costs, charges and expenses which they sustain or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

POWERS OF DIRECTORS

18. The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation 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 Corporation is by its charter or otherwise authorized to exercise and do.

ptd: November 16, 2003

19. The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees.
20. The Board of Directors may appoint Committees whose members will hold their offices at the will of the Board of Directors. The Directors shall determine the duties of such Committees and may fix any remuneration to be paid. One such committee is the Nominating Committee which consists of the Past President, the Executive Director, and such others as may be needed. The Nominating Committee will present its recommended slate of Officers to the Board 30 days in advance of the notice for the Annual General Meeting.
21. The Directors shall have the power to enter into a trust arrangement with a trust company 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 Corporation in accordance with such terms as the Board of Directors may prescribe.
22. The Board of Directors shall take such steps as it may deem requisite to enable the Corporation 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 Corporation.

23 LOANS, DEBTS AND MORTGAGES

The Directors of the Corporation may, by resolution, from time to time:

- (23.a) borrow money on the credit of the Corporation,
- (23.b) issue, sell or pledge debt obligation (including bonds, debentures, debenture stock or other liabilities) of the Corporation but no invitation shall be extended to the public to subscribe for any such debt obligations,
- (23.c) charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertaking to secure any debt obligations or any money borrowed, or other debt of liability of the Corporation, and
- (23.d) delegate the powers conferred on the Directors under this by-law to such Officers of the Corporation and to such extent and in such manner as the Directors shall determine.

EXECUTIVE OFFICERS

24. The Executive Officers of the Corporation, hereinafter known as the Officers, shall be a President, President -Elect, immediate Past President, Honourary Secretary, Honourary Treasurer, and Program Coordinator, and any such other Officers as the Board of Directors may by by-law determine. Any two offices may be held by the same person. Officers also serve as Directors of the Corporation. Officers must be individuals, at least 18 years of age, with power under law to contract who are members in good standing of a Member Society of the Corporation.
25. The Officers of the Corporation shall be elected by resolution of the Board of Directors at the annual general meeting of the Board of Directors. Subject to the provisions of any written employment agreement, the Board may remove at its pleasure any such Officer.
26. The Officers of the Corporation, with the exception of the Program Coordinator, shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead. The President-Elect shall assume the office of President after one year. The Program Coordinator shall hold office for 2 years.
27. The Officers of the Corporation shall exercise such powers as are authorized by the Board of Directors.
28. The Officers of the Corporation shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
29. Meetings of the Officers shall be held at any time and place to be determined by the Officers provided that 28 days notice in writing, or 15 days notice by facsimile or E-mail shall be given. No error or omission in giving notice of any meeting of the Officers or any adjourned meeting of the Officers of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. A quorum shall consist of 50% of the Officers of the Corporation.

DUTIES OF OFFICERS

30. The **President** shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Corporation and of the Board of Directors. The President shall have the general and active management of the affairs of the Corporation. The President shall see that all orders and resolutions of the Board of Directors are carried into effect.
31. The **President-Elect** shall in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from

time to time be imposed upon him by the Board of Directors. The President Elect shall be Chairman of the Science Policy Committee of the Corporation.

32. The **Immediate Past-President** shall chair the Nominating Committee and be a member of the Program Committee.
33. The **Honourary Treasurer** shall have the custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the corporation in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. The Honourary Treasurer shall disburse the funds of the corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the corporation. The Honourary Treasurer shall also perform such other duties as may from time to time be directed by the Board of Directors.
34. The **Honourary Secretary** may be empowered by the Board of Directors, upon resolution of the board of directors, to carry out the affairs of the corporation generally under the supervision of the officers thereof. The Honourary Secretary reviews all contracts relating to the affairs of the Corporation. The Honourary Secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Honourary Secretary shall give or cause to be given notice 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 President, under whose supervision he shall be. The Honourary Secretary shall be custodian of the seal of the corporation, which he shall deliver only when authorized by a resolution of the Board of the Directors to do so and to such person or persons as may be named in the resolution. The Honourary Secretary shall be a member of the Program Committee.
35. The **Program Coordinator** shall be the Chairman of a Standing Program Committee.
36. The **Communications and Public Relations Director** shall be elected for a 2 year term. This Officer, along with the other Officers of the Corporation shall:
- 1 - develop, implement, and edit a communications strategy for the Corporation.
 - 2 - assist the Executive Director with identifying and providing material for the media about the activities of the Corporation
 - 3 - coordinate with the LOC and the media for public relations with respect to the annual meeting
 - 4 - select the Awards for Public Advocacy, The Gordin Kaplan Award, etc.

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

EXECUTION OF DOCUMENTS

38. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.
39. The Directors shall have power from time to time by resolution to appoint an Officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing. The Directors may also, by resolution, appoint the Executive Director or other employee of the Corporation to have a limited cheque or credit card signing authority in order to efficiently conduct the affairs of the Corporation. This signing authority is to be renewed by resolution annually at a meeting of the Board of Directors,
40. The Directors may give the Corporation'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 corporation. The seal of the Corporation 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 of Directors.

ANNUAL GENERAL MEETING

41. The annual general meeting of the members shall be held at the head office of the corporation or at any place in Canada as the Board of Directors may determine and on such day as the said Directors shall appoint.
42. All members in good standing of Member Societies shall be entitled to attend at any meeting of the Corporation as non-voting observers and raise any questions or issues from the floor of such meetings of the Corporation.
43. At every annual general meeting, in addition to any other business that may be transacted, the report of the Officers, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the Board. The Board of Directors or the President or President-elect shall have power to call, at any time, a general meeting of the members of the corporation. The Board of Directors shall call a special general meeting of members on written requisition of members carrying not less than 15

percent of the voting rights.

44. Twenty eight (28) days' written, facimile, or e-mail notice shall be given to each Member Society and Officer of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member Society or officer to form a reasoned judgment on the decision to be taken. Notice of each meeting of the Corporation must remind Member Societies that they have the right to vote by proxy.
45. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Corporation 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 purposes of sending notice to any Member Society or Officer for any meeting or otherwise, the address of the Member Society or Officer shall be his last address recorded on the books of the Corporation.
46. Quorum at the annual general meeting shall be as described in clause 13.
47. Voting at the annual general meeting shall be as described in clause 14.

MINUTES OF THE CORPORATION

48. The minutes of the Board of Directors shall be available to the general membership of the Corporation. Each member the Board of Directors shall receive a copy of such minutes. Minutes of the meetings of the Officers shall be available to all members of the Board of Directors.

FINANCIAL YEAR

49. Unless otherwise ordered by the Board of Directors, the fiscal year-end of the Corporation shall be Dec 31.

AMENDMENT OF BY-LAWS

50. The by-laws of the Corporation not embodied in the letters patent may be repealed or amended 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 members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such bylaws shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs when they shall be confirmed, and failing such confirmation, shall at and from that time cease to have any force and effect.

INTERPRETATION

51. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, 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, and references to persons shall include firms and corporations.