

BYLAWS
Bylaws relating generally to the affairs of the
CANADIAN SOCIETY OF
PHARMACOLOGY AND THERAPEUTICS

BE IT ENACTED and it is hereby enacted as a bylaw of the **CANADIAN SOCIETY OF PHARMACOLOGY AND THERAPEUTICS** (hereinafter referred to as the "Society") as follows:

A. GENERAL

1. DEFINITIONS

In this bylaw and all other bylaws and special resolutions of the Society, unless the context otherwise requires:

- (a) "**Board**" means the Board of Directors of the Society;
- (b) "**Bylaws**" means this bylaw and all other bylaws of the Society from time to time in force and effect;
- (c) "**Canada Corporations Act**" shall mean the Canada Corporations Act R.S.C. 1970 Chapter C - 32 as amended from time to time or any Act that may hereafter be substituted therefore;
- (d) "**Letters Patent**" shall include any Supplementary Letters Patent;
- (e) "**Meetings of members**" includes an annual meeting of members and a special meeting of members;
- (f) "**Society**" means the organization named the Canadian Society of Pharmacology and Therapeutics;
- (g) "**Special meeting of members**" includes a meeting of any class or classes of members as well as a special general meeting of members;
- (h) "**Electronic signature**" means electronic information that a person creates or adopts in order to sign a document, and that is in, attached to or associated with the document;
- (i) "**Majority vote of members**" means a majority of the members responding to the call for vote;

- (j) “**Member in good standing**” means a Member who is not in arrears in respect of any amount payable by such individual to the Society for a period in excess of the time specified in the bylaws and whose membership in the Society is not under suspension for any cause whatsoever;
- (k) “**Member**” means any Regular Member, Associate Member, Student Member, Emeritus Member and Corporate Member of the Society;
- (l) “**Officers**” means the officers of the Society elected pursuant to Section 29;
- (m) “**President**” has the meaning set out in Section 29b of these bylaws;
- (n) “**Vote**” means a vote received by secure electronic means and by post.

2. INTERPRETATION

- 2.1 Reference to writing will be construed as including, where necessary or appropriate, references to printing, facsimile, electronic mail, and other modes of representing or reproducing words in a visible form
- 2.2 In the event of any dispute as to the intent or meaning of any bylaw or of any rule of professional conduct or regulation made, adopted or enacted pursuant to the bylaws, the ruling of the Board on the construction and interpretation thereof will be final and conclusive. In addition to all its other powers, the Board may publish interpretations for the information and guidance of Members on matters related to the bylaws, regulations and rules of professional conduct..
- 2.3 Words importing the singular will include the plural and vice-versa, and words importing male persons will include female persons, firms, companies, corporations, societies and institutions and vice-versa.
- 2.4 Wherever reference is made to any statute or section thereof, such reference will be deemed to extend and apply to any amendment to or any re-enactment of such statute or section as the case may be.
- 2.5 Headings used in the bylaws are for convenience of reference only and will not affect the interpretation of the bylaws.

3. REGULATIONS BY BOARD

The Board may make regulations with regard to any matter not inconsistent with the bylaws of the Society, and in particular may make regulations pursuant to or in furtherance of the objects of the Canada Corporations Act.

4. DELIVERY OF DOCUMENTS BY THE SOCIETY AND ELECTRONIC COMMUNICATIONS REQUIREMENTS

- 4.1 Unless otherwise specifically provided in the bylaws, any notice or document required to be given or sent to a Member or an applicant by the Society pursuant to the bylaws may be given by personal service or may be sent by ordinary mail, by fax, by courier or by electronic mail.
- 4.2 A notice or document given or sent pursuant to Section 4.1 shall be deemed to be properly addressed if addressed to the addressee at the latest mail, fax or electronic address of the addressee appearing in the records of the Society.
- 4.3 A notice or document given or sent in accordance with these bylaws shall be deemed to be received, if given by personal service, on the day it is given; if delivered by mail postage prepaid, on the seventh (7th) day following the date of mailing; or if delivered by fax or by electronic mail, on the date of transmission; and any such notice given or sent shall be effective on the day of its deemed receipt.
- 4.4 Notwithstanding any provision in these bylaws to the contrary, the Board may establish regulations requiring Members or applicants to maintain a valid electronic mail address registered with the Society for the purposes of receiving communications from or delivering documents to the Society, in lieu of which the Society may charge a service fee for communication to such persons by means other than electronic mail, and/or provide a discount in fees to those receiving or delivering communications by electronic mail.

5. DELIVERY OF DOCUMENTS TO THE SOCIETY

Unless otherwise specifically provided in the bylaws or regulations, any notice or document required to be given or sent to the Society by a Member or an applicant pursuant to the bylaws or regulations may be given by personal service or may be sent by ordinary mail, by fax, by courier or by electronic mail, provided that anything required to be in a form prescribed by the Society is in such form, that anything required to be signed is signed, and that anything required to be received at the Society within a prescribed time or by a prescribed date is received within such time or by such date.

6. ELECTRONIC SIGNATURE

Unless otherwise specifically provided in the bylaws, any document permitted or required to be signed may be signed by electronic signature, so long as the means of electronic signature permits a reliable determination by the Society that the document was created or communicated by or on behalf of the person permitted or required to sign the document.

B MEMBERSHIP

7. MEMBERS

The members of the Society shall be the applicants for incorporation and such other persons as may thereafter be admitted to membership in accordance with these bylaws.

7.1 Classes of Members

There shall be six classes of members as follows:

- 7.a.1. Regular members, who are qualified in accordance with section 7.2 and admitted as such by the Board, have full voting rights and are liable for all fees and assessments in accordance with sections 12 and 13.
- 7.a.2. Associate members, who are qualified in accordance with section 7.3 and admitted as such by the Board, have no voting rights and are liable for all fees and assessments in accordance with section 12 and 13.
- 7.a.3. Student Members, who are qualified in accordance with section 7.4 and admitted as such by the Board, may attend all meetings of members but are not entitled to vote thereat, and are liable for all fees and assessments in accordance with section 12 and 13.
- 7.a.4. Emeritus Members, who are qualified in accordance with section 7.5 and admitted as such by the Board, have voting rights and are not liable for all fees and assessments in accordance with sections 12 and 13.
- 7.a.5. Honorary members, who are qualified in accordance with section 7.6 and admitted as such by the Board, may attend all meetings but are not entitled to vote and are not liable for all fees and assessments in accordance with sections 12 and 13.
- 7.a.6. Corporate members, who are qualified in accordance with section 7.7 and admitted as such by the Board, have voting rights and are liable for all fees and assessments in accordance with sections 12 and 13.

7.2 Qualifications of Regular Members

Any person who subscribes to the objects of the Society, who is active in fields related to the actions of chemicals on biological systems, is eligible for admission as a regular member. Such persons would, under foreseeable circumstances, be expected to hold a degree or diploma in basic science or in one of the health care disciplines, and have adequate experience in research, teaching or other forms of scholarship in these fields.

7.3 Qualifications of Associate Members

Any person who subscribes to the objects of the Society who is undertaking postdoctoral or residency training in the field of pharmacology or functions as a research associate/nurse in basic or clinical pharmacology is eligible for admission as an associate member. Should an associate member wish to be considered for regular membership, a new application is required.

7.4 Qualifications of Student Members

Any person who subscribes to the objects of the Society who is registered in an accredited training program in basic science or in one of the health care disciplines shall be eligible to become student members. Tenure as a student member ordinarily shall not exceed five years and status as a student must be confirmed by the degree granting institution.

7.5 Qualifications of Emeritus Members

Any Regular Member, who subscribes to the objects of the Society, with a history of contributions to pharmacology or a related field and has retired from active employment because of age or illness, is eligible for Emeritus Membership upon approval by the Board.

7.6 Qualifications of Honorary Members

Individuals who, in the opinion of the Board, have rendered important and distinguished contributions in any field related to the objects of the Society are eligible to become honorary members.

7.7 Qualifications of Corporate Members

Any corporation approved by the Board may become a corporate member on payment of the appropriate fee set by the Board. A corporate membership entitles the corporation to nominate two individuals from the corporation who will have the rights and privileges accorded Regular members as specified in Section 7.2..

8. ADMISSION TO MEMBERSHIP

Members may from time to time be admitted or re-admitted to membership by a resolution of the Board or by a resolution passed by majority vote of members. A membership is not transferable.

9. TERMINATION OF MEMBERSHIP

Any membership may be terminated by resolution of the Board for cause provided that notice of such proposed action and the reasons therefor are given to the member at least 30 days before the Board meeting at which the action is to be taken and that the member is given the opportunity to be heard at such a meeting. Nothing herein shall be interpreted to prohibit any member at anytime on any issue from taking a position or following a course of action at variance with that of the Society. A member shall cease to be a member upon his death.

10. REGISTER OF MEMBERS

The Society shall keep a register of members of each class in which are set out the names of all persons who are members or have been members of the Society of that class within 10 years and the address of each such person while a member.

11. INFORMATION TO BE PROVIDED

Subject to the Society's privacy policy and all applicable laws, each Member will provide the Society with such person's business and residence addresses, telephone number, email

address, name of employer and the official position or positions she or he occupies in her or his employment and such other information as determined by the Board and will promptly notify the Society of any change therein.

12. FEES

Members of each class shall pay such fees and assessments as shall be decided on and approved by majority vote of members. Annual fees shall be due and paid on the first day of each fiscal year of the Society. If the amount of annual fees has not been set prior to the first day of the fiscal year it shall be equal to the annual fees of the previous fiscal year.

13. ADDITIONAL ASSESSMENTS

The annual fees may be increased and additional assessments may be fixed upon all members for Society purposes upon majority vote of members. Such increase in fees or additional assessments shall be paid within 30 days after receipt of mailed statements or at such other time as the Directors may require.

14. RESIGNATIONS

Any member may resign from the Society on giving 30 days' written notice to the Board but he will be liable for all the fees and assessments due and payable more than 15 days prior to the date he gives his notice of resignation.

15. DUES IN ARREARS

Any Member whose dues to the Society are in arrears shall not be considered a Member in good standing, shall not be eligible to hold office in the Society, or submit or sponsor communications at any scientific meetings of the Society.

When the dues of any Member of the Society, who has been notified by the Treasurer of his non-payment of dues, are three years in arrears, membership in the Society shall automatically cease.

16. REINSTATEMENT

Any former member may be readmitted as a member only upon payment of any unpaid fees and assessments for which he is liable to the Society and payment of fees and assessments which would have become due had the applicant continued as a member to the time of readmission, together with interest accrued thereon at the rate which is from time to time the prime rate for the Society's banker, unless such payment is waived or reduced by the Board.

17. ADDITIONAL CONTRIBUTIONS

Any member may make additional payments to defray the expenses of the Society or any committee of the Society.

C. BOARD OF DIRECTORS

18. COMPOSITION

The affairs of the Society shall be managed by its Board of Directors. The number of Directors shall be at least six, including the Executive Administrator (ex-officio) and the Officer positions of President, Secretary/Treasurer, President-Elect, Past-President and two Directors at Large. The Directors at Large shall be elected from the slate of nominees for the Education and Scientific Program committees and shall serve as Chairs of these committees as specified in Section 36.

19. QUORUM

Four Directors shall constitute a quorum for transaction of business. Notwithstanding vacancies the remaining Board members may act if constituting a quorum.

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22. VACATION OF APPOINTMENT

The office of a Director shall be automatically vacated:

- (a) If a Director shall resign his office by delivering a written resignation to the Secretary/Treasurer of the Society;
- (b) If he is found to be a lunatic or becomes of unsound mind;
- (c) If he becomes bankrupt or suspends payment or compounds with his creditors;
- (d) on death.

23. REMOVAL OF THE DIRECTORS

The members may, by resolution passed by at least two-thirds of the votes cast at a general meeting of members called for the purpose, remove any director before the expiration of his term of office and may, by majority vote, elect any persons in his stead for the remainder of the term.

24. VACANCIES

Vacancies on the Board may be filled for the remainder of its term of office either by majority vote of members or by the Board if the remaining directors constitute a quorum. If the number of directors is increased, a vacancy or vacancies on the Board to the number of

the authorized increase shall thereby be deemed to have occurred which may be filled in the manner above provided.

25. CALLING OF MEETINGS

Meetings of the Board shall be held from time to time, at such time and on such day as the President or any two Directors may determine, and the Secretary shall call meetings when directed or authorized by the President or by any two Directors. Notice of every meeting so called shall be given to each Director not less than 21 days before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the Directors are present or if those absent have waived notice of or otherwise signified their consent to the holding of such meeting.

26. FIRST MEETING OF THE NEW BOARD

Provided a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.

27. PLACE OF MEETING

Meetings of the Board shall normally be held in a Canadian city, normally in conjunction with the annual scientific conference organized by the Society. Other meeting locations, including international, may be considered upon approval of the Board.

28. CHAIRMAN

The President or, in his absence, the President-Elect, the Past-President or the Secretary shall be chairman of any meeting of Directors.

29. VOTES TO GOVERN

At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the chairman of the meeting shall be entitled to a second or casting vote.

30. REMUNERATION

The Directors shall receive no remuneration, but shall be entitled to be paid their travelling and other expenses properly incurred by them in attending meetings of the Board or otherwise in connection with the affairs of the Society as determined by the Board.

D OFFICERS

31. ELECTION OF OFFICERS

(a) Officers shall be elected by majority vote of members to hold office for the term specified in Sections 29b and 29c, but if a new Officer is not elected prior to the annual general meeting in the terminal year of the position, then the incumbent Officer will continue in office until their successor is duly elected. Retiring Officers shall be eligible for re-election. Officers must reside, or be employed, at a Canadian address for the duration of the term of office. The election prior to each annual meeting will fill all forthcoming Office vacancies.

(b) Election of President

From time to time the Society shall elect from its Regular members a President-Elect for a term of two years to be followed by a term as President of two years and a subsequent term as Past-President of two years. The President, President-Elect, and immediate Past-President shall be members of the Board of Directors.

(c) Election of Secretary/Treasurer

From time to time the Society shall elect from among its Regular members, a Secretary/Treasurer for a term of four years. The elected Secretary/Treasurer shall be a member of the Board of Directors.

32. DUTIES OF OFFICERS

Each Officer of the Society who is also a Director will have such powers and perform such duties as the Board may, from time to time, confer upon such office.

33. DELEGATION OF DUTIES

In the absence of any officer of the Society who is also a Director, the Board may delegate, by Special resolution of the Board, the powers of such officer to a Director or another individual for such period and on such terms as the Board deems necessary

34. EXECUTIVE ADMINISTRATOR

The Board shall have power from time to time to appoint an Executive Administrator for the Society with such powers of management or otherwise (including the power to delegate) as may be thought fit. The Executive Administrator shall be an ex-officio member of the Board and attend as such all meetings of members and/or Directors.

35. AGENTS AND ATTORNEYS

The Board shall have power from time to time to appoint agents or attorneys for the Society with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

E. COMMITTEES

36. STANDING COMMITTEES

(a) At the first meeting of the Board after each Annual General Meeting, the Board will appoint in each year the following Standing Committees:

- 36.a.1. Nominating Committee
- 36.a.2. Executive Committee
- 36.a.3. Scientific Program Committee
- 36.a.4. Awards Committee
- 36.a.5. Education Committee

(b) Other Committees

The Board may from time to time appoint such committee or committees, person or persons (whether or not directors or members), as it deems necessary or appropriate for such purposes and with such powers and duties, as it shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make.

37. REVOCATION OF APPOINTMENT

The appointment by the Board of any Member or other person to a Standing Committee or other committee of the Society may be revoked at any time by the Board.

38. COMPOSITION AND MANDATES OF COMMITTEES

(a) **NOMINATING COMMITTEE**

The Nominating Committee will be Chaired by the Past-President, and two Directors appointed by the Board.

The Nominating Committee shall

- prepare a list of one or more candidates for each **elected office** for which an election must be held. This list shall be presented to the Secretary of the Society at least sixty days before the annual meeting.
- make nominations to the Council for **Honorary Members** of the Society from time to time, supporting every nomination with a written statement citing the nominee's noteworthy contributions to pharmacology or experimental therapeutics, and
- have such other duties as may be prescribed by the Board.

(b) EXECUTIVE COMMITTEE

The members of the Executive Committee will be the Chair of the Board (normally the President), the President-Elect, the Executive Administrator, and two other Directors. The Executive Committee will be chaired by the Chair of the Board and in the Chair's absence, by the President-Elect.

The Executive Committee shall:

- exercise the full powers of the Board in accordance with the applicable law in circumstances when a quorum of Directors is not available to permit a full board meeting and for urgent matters between regular meetings of the Board, reporting every such action at the next meeting of the Board;
- study and advise or make recommendations to the Board on any matter referred to it by the Board, President or other; and
- exercise such powers as may from time to time be given to it by resolution of the Board.

A majority of the members of the Executive Committee will constitute a quorum for the transaction of all matters and business before the Executive Committee.

(c) SCIENTIFIC PROGRAM COMMITTEE

The Scientific Program Committee will consist of three (3) members duly elected by majority vote of Society members. The committee will be chaired by a Director at Large, as defined in section 18. Normally the term shall be three (3) years.

The Scientific Program Committee shall:

- Propose locations for Society's upcoming annual scientific meetings, two years in advance of each meeting

- Advise the Local Organizing Committee on Society policies pertaining to the Society's annual meeting
- Report to the Board on matters pertaining to the annual scientific meeting
- have such other duties as may be prescribed by the Board.

(d) AWARDS COMMITTEE

The Awards Committee will consist of three (3) members duly elected by majority vote of Society members. The committee will be chaired by the President-Elect of the Society. Normally the term shall be three (3) years.

The Awards Committee shall:

- solicit recommendations for candidates for the Society's awards from from all members of the Society through the Society's publications,
- consider recommendations for candidates for the Society's awards,
- recommend to the Board candidates for the Society's awards,
- advise the Board respecting existing and proposed Society awards, including eligibility for such awards, and
- have such other duties as may be prescribed by the Board.

(e) EDUCATION COMMITTEE

The Education Committee has a mandate to promote knowledge and understanding of pharmacology and therapeutics to Canadians. The committee shall consist of at least three (3) members duly elected by majority vote of Society members. The committee will be chaired by a Director at Large, as defined in section 18. Normally the term shall be three (3) years.

The Education Committee shall:

- promote pharmacology and experimental therapeutics education within the Society and throughout the country;
- report to the Board on matters of importance relating to pharmacology and experimental therapeutics education in Canada; and
- have such other duties as may be prescribed by the Board.

39. GENERAL PROVISIONS

- (a) The convening of and procedure at meetings of each Standing Committee will be conducted in the manner established by the Board from time to time.
- (b) All Standing Committees and other committees established by the Board will report their activities directly to the Board unless otherwise directed by the Board.
- (c) No resolution of any Standing Committee or other committee, other than decisions of the Executive Committee and the Nominating Committee as set out in the bylaws, will be binding on the Board unless and until approved by the Board.
- (d) The Board may, in addition to any duties imposed by the bylaws, impose such duties on any Standing Committee or other committee and their respective members as it considers appropriate from time to time.

F. PROTECTION OF DIRECTORS AND OFFICERS

40. Limitation of Liability

No Director or officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of the Society shall be deposited, or for any loss occasioned by an error of judgment or oversight on his part, or for any duties of his office or in relation thereto unless the same are occasioned by his own willful neglect or default.

41. Indemnity

Every Director and Officer of the Society and his 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 Society from and against:

- (a) all costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or prosecution against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and
- (b) all other costs, charges and expenses that he sustains or incurs In or about or in relation to the affairs of the Society; except such costs, charges or expenses as are occasioned by his own willful neglect or default.

G MEETING OF MEMBERS

42. ANNUAL MEETING

The annual meeting of the members shall be held at such time and on such day in each year as the Board or the President may from time to time determine, for the purpose of receiving reports, electing Directors and officers and for the transaction of such other business as may properly be brought before the meeting.

43. SPECIAL MEETINGS

The Board or the President shall have power to call a special meeting of members at any time at such time and place as may be determined by the Board or by the President.

44. PLACE OF MEETING

Meetings of the members shall be held in a location as determined by the Board.

45. NOTICE OF MEETING

Notice of the time and place of each meeting of members shall be given not less than 10 days before the day on which the meetings is to be held to each member of record entered in the books of the Society at the close of business on the day on which the notice is given. Notice of a special meeting of members shall state the general nature of the business to be transacted and shall contain sufficient information to allow each member to make a reasoned decision on such business.

46. MEETING WITHOUT NOTICE

A meeting of members may be held at anytime and place without notice if all members entitled to notice thereof are present in person or represented by proxy, or if those not present or represented by proxy waive notice or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Society at a meeting of members may transact.

47. CHAIRMAN AND SECRETARY/TREASURER

The President or, in his absence, a Director of the Society (who is not Secretary) shall be the Chair of any meeting of members. If no such officer be present within fifteen minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairman. If the Secretary/Treasurer of the Society be absent, the chair shall appoint some person, who need not be a member, to act as secretary of the meeting.

48. PERSONS ENTITLED TO BE PRESENT

The only persons entitled to attend a meeting of members shall be the members in good standing. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

49. QUORUM

A quorum for the transaction of business at any meeting of members shall be ten members present in person and entitled to vote thereat.

50. RIGHT TO VOTE

At any meeting of members every person who is at the time of the meeting entered in the books of the Society as a regular or emeritus member in good standing shall be entitled to one vote.

51. VOTING AT MEETING

At all meetings of members every question shall, unless otherwise required by the Letters Patent or bylaws of the Society or by law, be decided by a majority of the votes cast on the question. Every question shall be decided by a show of hands unless after a show of hands has been taken a poll thereon be required by the chair of the meeting or be demanded by any member present or represented at the meeting and entitled to vote. Upon a show of hands only members present in person shall be entitled to vote. In case of an equality of votes at any meeting of members, either upon a show of hands or upon a poll, the chair of the meeting shall be entitled to a second or casting vote.

52. PROXIES

Every Regular or Emeritus Member in good standing at meetings of Members may by means of a proxy appoint a person who shall be a Regular or Emeritus Member in good standing, as nominee for the Regular or Emeritus Member, to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing, and any notice calling a meeting of Members shall include a form of proxy, or a reminder of a voting Member's right to use a proxy. A proxy shall be executed by the Member in good standing or the attorney of the Member authorized in writing, and ceases to be valid one (1) year from its date. Subject to the requirements of the Canada Corporations Act, a proxy may be in such form as the Board from time to time prescribes or in such other form as the chair of the meeting may accept as sufficient, and shall be deposited with the secretary of the meeting before any vote is called under its authority;

(a) Provided however that the Board may by resolution fix a time not exceeding forty-eight (48) hours, excluding Saturdays and holidays, preceding any meeting or adjourned meeting of Members before which time proxies to be used at that meeting must be deposited with the President of the Society, and any period of time so fixed shall be specified in the notice calling the meeting or in the information circular relating thereto.

H. TRANSACTION OF BUSINESS

53. HEAD OFFICE

The Head Office of the Society shall be in the Canadian city that best suits the optimal functioning of the Society.

54. SEAL

The corporate seal of the Society shall be in the form impressed hereon and such seal shall be in the custody of the Secretary of the Corporation.

55. FINANCIAL YEAR

Unless otherwise ordered by the Board, the financial year of the Society shall end on the last day of June in each year.

56. BANKING

The banking business of the Society shall be transacted with such banks, trust companies or other firms or societies as may, from time to time, be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may, from time to time, prescribe or authorize.

(a) Board Designate Bankers

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Society, or any part thereof, with the bank, trust company, or other society carrying on a banking business that the Board has designated as the Society's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:

- 56.a.1. operate the Society's accounts with the banker;
- 56.a.2. make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- 56.a.3. issue receipts for and orders relating to any property of the Society;
- 56.a.4. execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- 56.a.5. authorize any officer of the banker to do any act or thing on the Society's behalf to facilitate the banking business.

(b) Deposit of Securities

The securities of the Society shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Society signed by such officer or officers, agent or agents of the Society, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

57. BORROWING

(a) The Society may from time to time:

57.a.1. borrow money on the credit of the Society;

57.a.2. issue, sell or pledge securities (including bonds, debentures, debenture stock or other like liabilities) of the Society, but no invitation will be extended to the public to subscribe for any such securities;

57.a.3. charge, mortgage, hypothecate or pledge all or any of the real property or personal property of the Society, both present and future, including book debts and unpaid calls, rights, powers, franchises and undertaking to secure any such securities or any money borrowed, or other debt, or any other obligation or liability of the Society; and

57.a.4. give indemnities to any Director or other person who has undertaken or is about to undertake any liability on behalf of the Society or any company controlled by it, and secure any such Director or other person against loss.

(b) The Society may from time to time authorize any Director or Directors, employee of the Society or other person or persons, whether connected with the Society or not, to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof or to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities as the Board may authorize and generally to manage, transact and settle the borrowing of money by the Society.

58. INVESTMENTS

(a) The Board may invest and re-invest the funds of the Society in such prudent manner as determined by the Board.

- (b) The Board may employ, at such remuneration as it deems fit, such technical or professional assistance as it may require in the purchase, sale and management of the Society's investments.

59. EXECUTION OF CONTRACTS

(a) Cheques, Drafts and Notes

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange will be signed by such officer or officers or person or persons, whether or not an officer of the Society and in such manner as the Board may from time to time designate.

(b) Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments or documents may be signed on behalf of the Society, by any two of the Chair of the Board, the President-Elect, the Secretary, the Treasurer, the Executive Administrator, and the President. Notwithstanding any provision to the contrary contained in the bylaws, the Board may at any time and from time to time direct the manner in which, and the person or persons by whom, any particular document or type of document may or will be executed. Any person authorized to sign an instrument on behalf of the Society may affix the corporate seal thereto.

(c) Facsimile Signatures

The signature of any individual authorized to sign on behalf of the Society may, if specifically authorized by resolution of the Board, be written, printed, stamped, engraved, lithographed or otherwise mechanically or electronically reproduced. Anything so signed shall be as valid as if it had been signed manually, even if that individual has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

60. BOOKS AND RECORDS

The Board will ensure that all necessary books and records of the Society required by the bylaws or by any applicable statute or law are regularly and properly kept.

61. REPORT OF MEMBERSHIP

All activities undertaken by the Society on the initiative of the Membership will be reported on a regular basis which will normally be not more than quarterly and not less than annually. A report will normally be made within 6 weeks prior to the annual meeting. Reports will cover all transactions with government, industry, other scientific societies, or individuals interested in the affairs of the Society and will provide details of forthcoming meetings of interest to the Society.

62. APPOINTMENT OF AUDITORS

The members shall at each annual meeting appoint an auditor to audit the accounts of the Society, to hold office until the next annual meeting, provided that the Board may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board.

63. AMENDMENT OF BYLAWS

The Board may from time to time enact bylaws relating in anyway to the Society or to the conduct of its affairs including bylaws providing for supplementary letters patent and the bylaws of the Society may be repealed or amended by bylaws enacted by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds of the members at a meeting duly called for the purpose of considering any such bylaw, provided that the enactment, repeal or amendment of any such bylaw shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

64. METHOD OF GIVING NOTICE

Any notice, communication or other document required to be given by the Society to a member, Director, officer or auditor by law or under any provision of the Letters Patent or bylaws of the Society, shall be sufficiently given if delivered personally or if delivered to his last address as recorded in the books of the Society or if mailed by prepaid ordinary mail addressed to him at his last recorded address or if sent by telegram or cable. The Secretary may change the address on the books of the Society of any member in accordance with any information believed by him to be reliable. Any notice, communication or document delivered shall be deemed to have been given when it is so delivered; a notice, communication or document mailed shall be deemed to have been given when deposited in a post office-box; and a notice sent by means of telegram or cable shall be deemed to have been given when delivered to the appropriate communication company for dispatch.

65. COMPUTATION OF TIME

In computing the date when notice must be given by law or under any provision of the Letters Patent or bylaws requiring a specified number of days' notice and the date of the meeting or other event shall be excluded.

66. OMISSIONS AND ERRORS

The accidental omission to give any notice to any member, Director, officer or auditor, or the non-receipt of any notice by any member, Director, officer or auditor, or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

67. WAIVER OF NOTICE

Any member, Director, officer or auditor may waive any notice required to be given under any provision of the Letters Patent or bylaws of the Society or of the Canada Corporations Act, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.