

# Operating Policies of the Canadian Institute of Neutron Scattering (CINS)

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## Preamble

As of August 2013, the Canadian Institute of Neutron Scattering (CINS) is in a state of transition and uncertainty. The broad structure is fixed in the bylaws to meet requirements of Canada Not-For-Profit Corporations, while these operating policies are intended to be fluid, to allow quick adaptation to requirements of any emerging framework for funding or governance of research infrastructure that supports neutron scattering. Today, CINS is a small volunteer organization, yet it must be ready to demonstrate capacity for good governance over substantial monetary resources and facilities, should the opportunity arise.

The board of directors may establish any other procedures it deems necessary for the conduct of business inside and outside of meetings. Otherwise, the rules contained in the Parliamentary Authority shall apply (see section 3 of the bylaws).

### 1. Financial Year

The financial year of the Institute shall end on the last day of April in each year or on such other date as the board of directors may from time to time by resolution determine.

### 2. Institutional Members

- a. The term of membership for institutional members shall be annual, subject to renewal upon payment of the institutional membership fee of \$700 within three calendar months of the membership renewal date the members in default shall automatically cease to be members.

### 3. Individual Members

- a. As there is no annual fee for individual members, individual members may remain members as long as they remain otherwise qualified as set out in the bylaws.
- b. Applicants for beam time at a Canadian neutron beam facility may be added as members without further application, unless they specify otherwise.
- c. The membership of individuals whose interest in research using neutron beams is no longer apparent and contacted by CINS, after reasonable effort, may be removed without further notice.

### 4. 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 Canada Not-for-Profit Corporations 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.

## 5. **Institutional Members' Meetings**

The annual general meeting of institutional members will be held in advance of the annual meeting of individual members for the purpose of electing directors to the board and presentation of financial statements, and appointing a public accountant.

Representatives shall be appointed by each institution to represent the institution during the members' meetings. An appointment in writing by the head of the department or faculty responsible for paying the membership fee shall be sufficient evidence of such appointment.

## 6. **Individual Members' Meetings**

The annual general meeting of individual members will be held in October or November, as determined by the council.

## 7. **Board of Directors**

- a. The initial board of directors will be composed of the President and three additional members, as specified in the bylaws.
- b. The board of directors shall propose a slate of candidates for any vacant board positions to be filled at the institutional members' meetings.
- c. The board of directors shall consider the balance of expertise needed for good governance and may propose changes in the number of directors or may appoint a limited number of additional directors, as specified in the articles.

## 8. **Officers appointed by and reporting to the Board of Directors**

- a. The board of directors shall appoint one of their number as the Chair of the board of directors. The Chair of the board shall, when present, preside at all meetings of the institutional members and of the board and shall have the general management and direction, subject to the authority of the board, of the business and affairs of the corporation, except for business and affairs subject to the authority of the Science Council as prescribed by the bylaws and these policies.
- b. The board of directors shall appoint a Secretary-Treasurer who need not be a member of the board. The Secretary-Treasurer shall be the clerk responsible for:
  - creating and keeping all records pertaining to membership, meetings, finances, and other corporate business;
  - receiving and disbursing funds as authorized by the board;
  - issuing corporate notifications, including notice of meetings and member fees; and
  - reporting to the board an account of all transactions and of the financial position of the corporation as required.

The Secretary-Treasurer shall also assist the President and council as needed.

## 9. **Science Council**

- a. The council shall be composed of 5 councillors, including the President, one councillor who must be either a student or post-doctoral fellow, and three other councillors.

- b. As specified in the bylaws, the board member elected by the individual members shall, by virtue of the election, also be the President and Chair of the Science Council.
- c. The remaining four council positions shall be elected at the annual meeting of individual members to two-year staggered terms.
- d. The council shall elect a Vice-President from among the members of the council who serves at the discretion of the council.
- e. In default of the election of any member of council, the then incumbent, being otherwise qualified, shall continue in office until a successor is elected.
- f. In the case of a vacancy in the office of President, the Vice-President shall act as Chair of the Science Council until the position is filled by means of an election at the next annual meeting of the individual members.
- g. In the case of any vacancy in the council, the council may, at its discretion, appoint persons to the council to restore the full complement of 5 members. The terms of office of any persons so appointed shall expire at the next annual meeting of the individual members.

#### 10. **Duties of the Science Council and its Members**

- a. As specified in the bylaws, the council shall:
  - establish the scientific policies and procedures of the corporation;
  - shall supervise the scientific activities of the corporation;
  - provide for scientific input and oversight to facilities supported by the corporation;
  - allocate the funds of the Corporation provided by the board of directors for these purposes; and
  - coordinate the activities of the individual members with respect to promoting research using neutron beams.
- b. The President shall:
  - be the scientific leader and public face of the corporation;
  - preside over meetings of the council and of the individual members;
  - report to the board of directors concerning the activities of the council;
  - co-ordinate the members of council in the performance of their duties and the carrying out of all orders and resolutions of the council;
  - be responsible for submitting research grant applications;
  - be responsible for attracting institutional members and for soliciting their assistance as required; and
  - liaise with heads of other Canadian and foreign scientific societies.
- c. The Vice-President shall:
  - assist the President as mutually agreed; and
  - in the absence of or inability to act of the President, exercise the powers and perform the duties of the President.
- d. Other duties may be distributed among the members of council at its discretion, including, but not limited to:
  - developing scientific policies and procedures of the corporation;
  - organizing the annual general meeting of individual members;
  - solicitation and collection of member input into scientific priorities;
  - facilitating communication amongst members by electronic or other means; and
  - coordinating public and government relations activities of individual members;
- e. Members of council shall perform such other duties as may from time to time be prescribed by the council.

## **11. Meetings of the Board of Directors, Science Council, and any committees**

- a. Resolutions in Writing - A resolution in writing, signed by a majority of the Directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes.
- b. Participation at Meeting by Telephone or Electronic Means - Directors may participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed to have been present at that meeting.
- c. The same procedures for the meetings of the Board of Directors specified in (a) and (b) shall apply to meetings of the Science Council and committees *mutatis mutandis*.

## **12. Indemnification**

The Corporation may provide present or former Directors or Officers with the indemnification described in section 151 of the Canada Not-for-Profit Corporations Act.

## **13. Public Accountant and Level of Financial Review**

The Corporation shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Canada Not-for-Profit Corporations Act.