

Overview of proposed changes to CINS governing documents

Why are changes needed?

The new *Canada Not-for-profit Corporations Act* (NFP Act) establishes a new set of rules for federally incorporated not-for-profit corporations in Canada. The rules under the NFP Act are modern, flexible and more suited to the needs of the not-for-profit sector. Every existing federally incorporated not-for-profit corporation will have to take action to make the transition to the NFP Act. CINS must replace its letters patent and by-laws with new charter documents. A not-for-profit corporation must make the transition by **October 17, 2014**. Corporations that do not make the transition by the deadline will be assumed to be inactive and will be dissolved. Industry Canada provides this guide to assist in making the transition: http://www.ic.gc.ca/eic/site/cd-dgc.nsf/eng/h_cs04954.html

The need for new articles and bylaws created an opportunity to revisit the structure of CINS and implement improvements discussed at the 2012 CINS AGM. In particular, those discussions considered how to position CINS as a organization able to receive and distribute large sums of grant money to support neutron scattering.

What are the main changes required?

The most fundamental change to CINS's structure required by the legislation is to have an elected board of directors, which is legally responsible for the organization.

What are the main changes in the proposal?

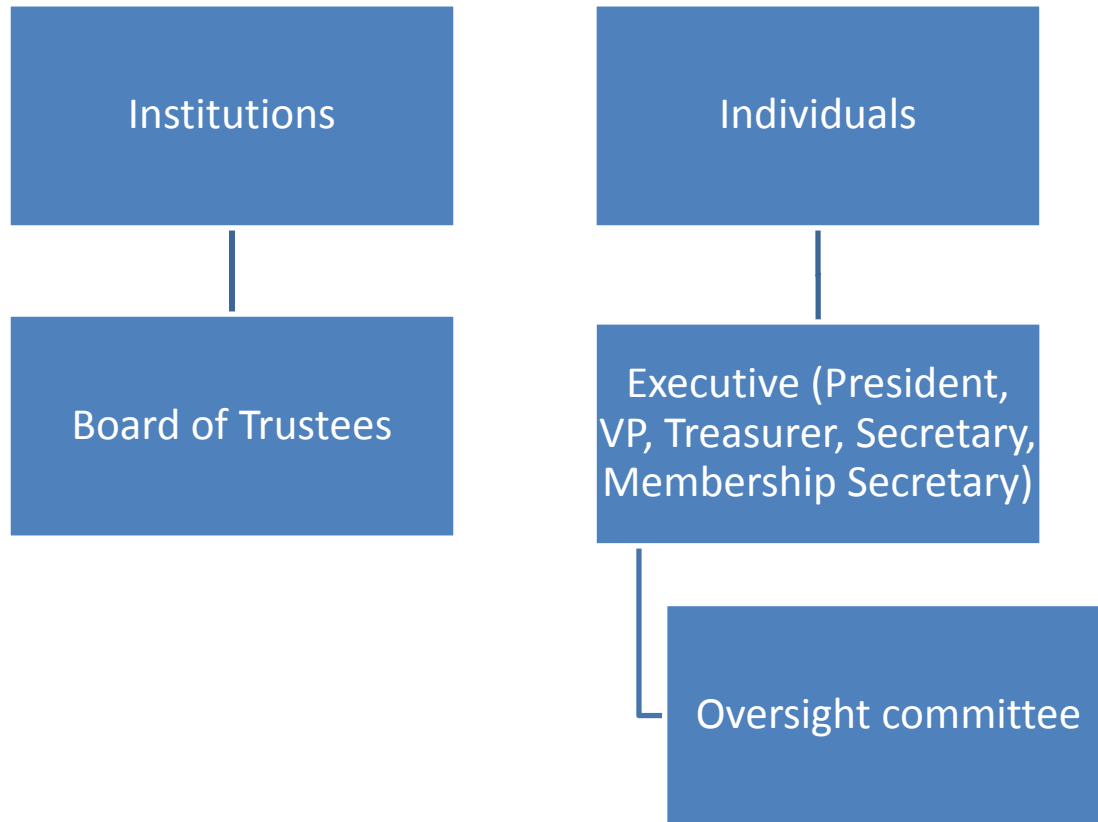
The above legal requirement for the board of directors, combined with CINS's current model with two separate classes of membership (individuals and institutions) with complementary interests and roles, leads to proposed structure, outlined in the org chart on the next page, which replaces the current executive and some functions of the trustees with a board of directors, a Science Council and a Secretary-Treasurer.

The new eligibility criteria for individual members reflect the current practices of allowing any researcher with an interest in neutron scattering in Canada (including engineers, students, people based at foreign research institutions) to join. Correspondingly, the quorum for individual members was adjusted from 10 "scientists" to 15 individual members of any kind.

What documents are included in the proposal?

1. *draft articles of continuation* – the constituting document required by the Act
2. *draft bylaws* – the first set of bylaws must be adopted before operating under the new structure. The bylaws mainly set out the legal and procedural framework for the classes of membership and the board of directors. The bylaws may be altered by the board of directors, if such changes are confirmed by the members. The bylaws set out the basic structure, which should not need to be changed as CINS evolves.
3. *draft operating policies* – The operating policies provide more details that are more easily adjusted, if needed, to allow quick adaptation to requirements of any emerging framework for funding or governance of research infrastructure that supports neutron scattering. They specify how the new CINS would function initially, including details on the composition and the roles of the board of directors, the Science Council, the President, VP, and the Secretary-Treasurer.

Current CINS structure

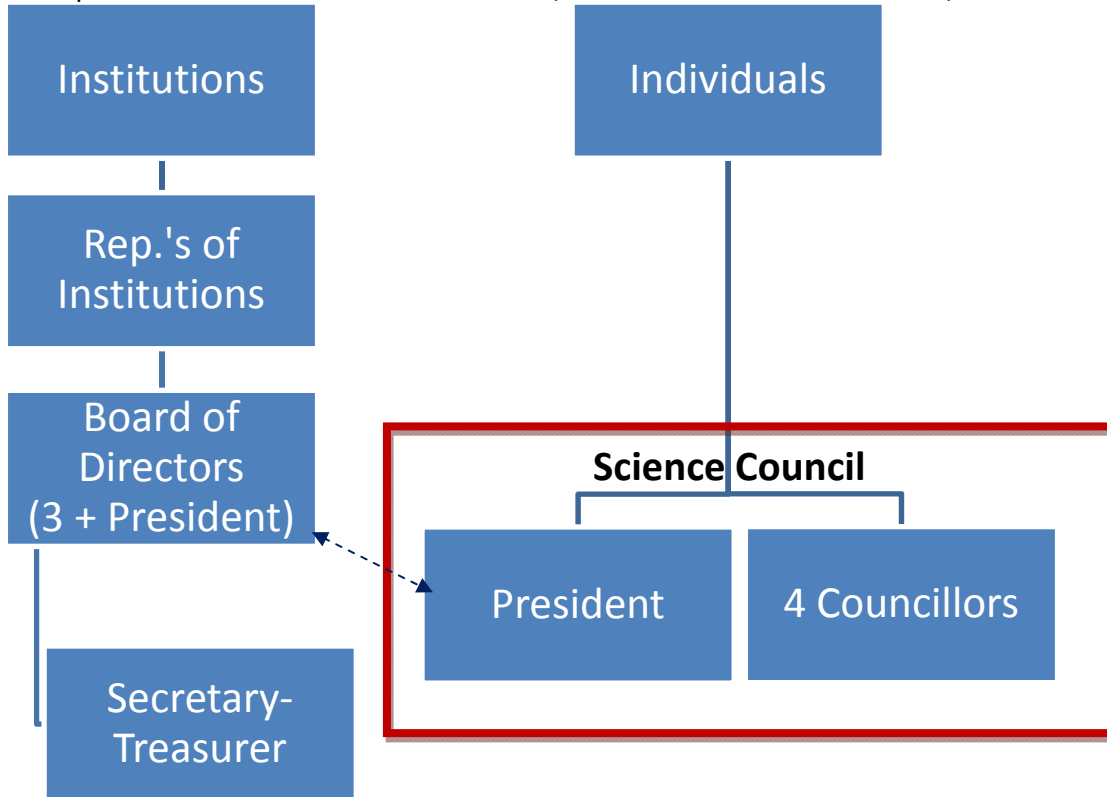


Key points of the current model that would change:

- Each member institution appoints a trustee (typically a researcher) to the Board of Trustees, which is responsible for approving a budget and acts as a nominating committee for the election of the executive.
- The officers, each with prescribed duties, form an executive committee that oversees all functions of CINS.
- An oversight committee, including mainly members from outside the executive, meet to review the performance of the CNBC with respect to use of the NSERC MRS funds, and reported to through the CINS executive to NSERC.

Proposed CINS structure

It's not as complicated as it looks, if you remember there are two "sides": the left side is responsible for legal and financial interests (the Institutional-Corporate side), and the right side is responsible for the scientific interests (the Individual-Volunteer side).



Institutional members appoint representatives (formerly, "trustees") to vote in election of the board of directors.

Board is steward of financial and legal responsibilities; board can include non-members selected for on expertise such as in corporate governance.

Board appoints the Secretary-Treasurer. The Secretary-Treasurer reports to the board (and may take direction on board policies from the Chair of the Board between meetings), and assists the President and council as needed.

Individual members elect one person to the board, who by virtue of that election becomes the President and chair of the council. The President is the link between the two "sides", and is the scientific leader and public face of CINS.

Individual members elect 4 other people to the council (one of whom should be a student or post-doc). The council is responsible for scientific activities (similar to current executive and oversight committee).

The science council distributes duties amongst themselves, including the position of Vice-President, who may act in the absence of the President.