

CANADIAN INSTITUTE FOR NEUTRON SCATTERING -
INSTITUT CANADIEN DE LA DIFFUSION DES NEUTRONS

BY-LAW NO. 1

being a by-law relating generally to the transaction
of the business and affairs of the Corporation

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of Canadian Institute for Neutron Scattering - Institut Canadien de la Diffusion des Neutrons (hereinafter referred to as "the Institute") as follows:

INTERPRETATION

1. In this by-law and in all other by-laws of the Institute hereafter passed, unless the context otherwise requires, words importing the singular number shall include the plural; words importing the masculine gender shall include the feminine and neuter genders; references to persons shall include firms, companies and corporations; "Board" or "Trustees" shall mean the Board of Trustees of the Institute; "Letters Patent" shall include Supplementary Letters Patent; and "Canada Corporations Act" shall mean the Canada Corporations Act as amended from time to time or any Act that may hereafter be substituted therefor.

OFFICES

2. The head office of the Institute shall be located at such address within the place designated as the situation thereof in the Letters Patent incorporating the Institute as the Trustees may from time to time determine by resolution.
3. The principal business office of the Institute shall be located at the home institution of the person holding the office of President of the Institute for the time being.
4. The Institute may establish such other offices and agencies elsewhere in Canada as the Trustees may determine by resolution.

CORPORATE SEAL

5. The seal of the Institute shall be in such form as shall be prescribed by resolution of the Trustees and shall have inscribed thereon the name of the Institute. The seal shall be kept in the custody of the Secretary or such other officer of the Institute as the Executive Committee may from time to time determine by resolution.

MEMBERSHIP

6. Membership in the Institute shall be limited to individuals, organizations, institutions, institutes, corporations and agencies interested in furthering and assisting in the achievement of the objects of the Institute and meeting the requirements as to eligibility for membership hereinafter set out.

7. Until otherwise provided, there shall be two classes of members in the Institute, to be known and hereinafter referred to as "institutional members" and "individual members". The Trustees of the Institute may, by resolution, establish categories of institutional and individual members and may prescribe the terms, conditions, rights, privileges and obligations attaching to such categories, not inconsistent with the by-laws of the Institute. The Trustees may also from time to time, by by-law, establish other classes of members as may be deemed appropriate, subject to such terms, conditions, rights, privileges and obligations as may be prescribed therein.
8. Any Canadian university, government laboratory or industrial corporation which has staff members who are actively involved or intend to become involved in neutron scattering research is eligible for admission to the Institute as an institutional member. Each member institution shall pay one prescribed annual membership fee. Institutional membership shall be granted at the discretion of the Trustees, by the affirmative vote of a majority of the Trustees and upon payment of the prescribed initiation fee.
9. Any scientist, or graduate student registered at a Canadian university, who has an active interest in neutron scattering research is eligible for individual membership in the Institute. Such membership shall be granted at the discretion of the Executive Committee, by the affirmative vote or a majority thereof. Any individual, otherwise qualified, who is appointed to the Board of Trustees pursuant to the by-laws of the Institute shall ipso facto be an individual member thereof. No initiation fee shall be payable by individual members, and the employer or, in the case of a graduate student, the university at which the student is registered, need not be an institutional member. Each individual member shall pay the prescribed annual membership fee and upon payment thereof, is eligible to hold office in the Institute.
10. Each of the applicants for incorporation of the Institute is and each person hereafter appointed to the Board of Trustees of the Institute shall be a voting member of the Institute and shall have one vote at any meeting of the individual members, but no institutional member and no member other than an individual member of the Institute shall have any vote at any meeting or for any purposes unless such right be granted by resolution of the Trustees at the time of admission to membership, or thereafter.
11. The charter institutional members of the Institute are:
 - Atomic Energy of Canada Research Company
 - National Research Council
 - TRIUMF Meson Research Facility
 - University of British Columbia
 - University of Toronto
 - University of Guelph
 - McMaster University
 - McGill University
 - Queen's University

University of Waterloo
Laurentian University

and the initiation fee payable by each of them is the sum of \$700.

12. The initiation and membership fees for institutional members, and the membership fees for individual members, and for each category thereof that may be established, and for each other class of member that may hereafter be established shall be such as are from time to time prescribed by the Trustees upon the recommendation of the President. The Treasurer shall notify the members of the fees payable. The President shall prepare and submit a budget for the use of such fees, for ratification by the Executive Committee, and the funds shall be available for normal office expenses, annual audit costs and such other items as may be approved by the Executive Committee from time to time.
13. The term of membership of each institutional member shall be for one year, renewable from year to year upon payment of the prescribed membership fee, unless the Trustees by resolution fix a longer term and unless the membership be sooner terminated in accordance with the by-laws of the Institute. The term of membership of each individual member shall be for one year, renewable from year to year by the Executive Committee upon payment of the prescribed membership fee so long as the individual continues to be eligible for membership and actively supports the objects and activities of the Institute, unless the Executive Committee by resolution fixes a longer term and unless the membership be sooner terminated in accordance with the by-laws of the Institute.
14. The membership of any member may be terminated, and a member may be removed and expelled before the expiration of the term of membership, by a resolution passed by at least three-quarters of the votes cast at a special meeting of the Trustees of which notice specifying the intention to pass such a resolution has been given.
15. The interest of a member in the Institute is not transferable and lapses and ceases to exist upon the death, bankruptcy, dissolution or winding-up of a member or when a member ceases to be a member by resignation or withdrawal or by the termination of membership by the Trustees or when the term of membership expires and is not renewed, or otherwise in accordance with the by-laws of the Institute. A member may withdraw from the Institute by delivering a written resignation to the President or the Membership Secretary, and such resignation shall take effect (a) on the date specified in the resignation if one be specified; or (b) upon acceptance by the Executive Committee if the resignation, by its terms, requires acceptance; or (c) otherwise, as of its date; but without releasing the member from obligations to the Institute theretofore incurred.

MEETINGS OF MEMBERS

16. The annual meeting of the individual members of the Institute shall be held in the month of September, and at such place, date and time as the Executive Committee may determine.
17. The Executive Committee may at any time call a special general meeting of the individual

members, at such time and place as it may determine, for the transaction of any business the general nature of which is specified in the notice calling the meeting.

18. No public notice or advertisement of meetings of the members, annual or special, shall be required, but notice of the time and place of every such meeting shall be given to each member entitled to attend not less than fourteen days before the date of the meeting, provided that meetings of members may be held at any time and place without notice if all members entitled to attend are present or represented by proxy duly appointed. The President may invite and permit a representative of the Natural Sciences and Engineering Research Council of Canada to attend and observe at any annual meeting of the individual members or any part of such meeting.
19. At every annual meeting of the individual members of the Institute, in addition to any other business which may be transacted, the President and other members of the Executive Committee shall report to the membership, policies and decisions on priorities for the development of facilities shall be brought forward for approval, and grant proposals shall be brought forward for discussion before submission to granting agencies. In addition, the financial statements including the balance sheet and statement of income and expenditure for the financial year ending on the date of such balance sheet and the report of the auditors or accountants conducting a review engagement thereon shall be presented, and auditors or accountants conducting a review engagement for the ensuing year shall be appointed on the nomination of the Trustees.
20. At any meeting of the individual members of the Institute, annual or special, ten of the individual scientist members in good standing who are not graduate students, present in person, shall constitute a quorum for the transaction of business.
21. At all meetings of the individual members of the Institute, each individual member in good standing shall be entitled to one vote and may vote in person or by proxy. A proxy must be a voting member. A proxy shall be appointed in writing. The Executive Committee may prescribe the form of instrument for the appointment of a proxy and conditions governing the use thereof.
22. At all meetings of the individual members of the Institute, every question shall be decided by a majority of the votes of the individual voting members in good standing present in person or represented by proxy, unless otherwise required by the provisions of the Canada Corporations Act, the Letters Patent or the by-laws of the Institute. Every question shall be decided in the first instance by a show of hands, unless a poll be demanded by any voting member or proxy. Upon a show of hands, every voting member present in person or represented by proxy as aforesaid shall have one vote and unless a poll be demanded, a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn but if a poll be demanded and not withdrawn, the question shall be decided by a majority of the votes cast by the voting

members present in person or represented by proxy as aforesaid, and such vote shall be taken in such manner as the Chair directs and the result of such poll shall be deemed the decision of the meeting upon the matter in question. In the case of an equality of votes at any meeting, whether upon a show of hands or at a poll, the Chair shall not be entitled to a second or casting vote.

23. The Executive Committee may from time to time determine the basis upon and the purposes for which meetings of institutional members, or of particular categories of institutional members, or of other classes of members may be held, and the dates, times, places and frequency and the form and manner of giving notice thereof and the procedures thereat.

TRUSTEES

24. There shall be a board of directors of the Institute, to be known as the Board of Trustees and each individual member thereof as a Trustee. The Board of Trustees shall supervise the management of the affairs of the Institute and shall consist initially of the applicants for incorporation of the Institute until the charter institutional members shall each have appointed a Trustee (when the applicants for incorporation shall cease to hold office as Trustees unless so appointed), and thereafter to consist from time to time, for each ensuing year, of that number of Trustees which is equal to the number of institutional members as at April 30 in the year.
25. No person shall be a Trustee of the Institute who is not an individual voting member thereof in good standing, and when any such person ceases to be an individual voting member for any reason, he or she thereupon ceases to be a Trustee.
26. The President of each institutional member as at April 30 in each year, or the President's designate, shall annually appoint one member to the Board of Trustees. The term of office shall be from May 1 until the following April 30, and any Trustee who is otherwise qualified shall be eligible for re-appointment. If an institutional member ceases to be a member of the Institute for any reason, the Trustee appointed by the President of that institutional member shall thereupon cease to hold office as such and the number of Trustees shall thereupon be reduced accordingly.
27. If for any reason an appointment of a Trustee is not made at the proper time, the Trustee then in office as representing the appointing institutional member, if otherwise qualified, shall continue in office until a successor is appointed.
28. Any Trustee of the Institute may be removed from office at any time by (a) the President of the institutional member which the Trustee represents; or (b) by a resolution passed at a special meeting of the Trustees of the Institute duly called for the purpose, by the votes of at least two-thirds of the Trustees other than the one sought to be removed.
29. Two-fifths of the Trustees in office for the time being shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees.

30. The office of a Trustee of the institute shall be vacated, and the person holding such office shall cease to be a Trustee and member of the Institute if he or she
 - (a) becomes bankrupt or suspends payment or compounds with creditors or makes an authorized assignment or is declared insolvent; or
 - (b) resigns office by delivering a written resignation to the Chair or the Secretary of the Institute, or is removed as aforesaid.
31. Any vacancy in the office of Trustee may be filled by the appointment of a qualified individual member of the Institute by the President of the institutional member represented by the Trustee whose office has been vacated.
32. The Trustees of the Institute and the members of the Executive Committee and of any other committees of the Board of Trustees who are member or Trustees of the Institute shall receive no remuneration for acting as such; provided that reasonable salaries may be paid for services rendered to the Institute by employees who are also members or Trustees thereof, and that a member or Trustee may be reimbursed by the Institute for reasonable and actual expenses properly incurred and disbursements properly made in connection with the performance of duties on behalf of the Institute.
33. Meetings of the Board of Trustees may be held at any time and place as it may from time to time determine. No formal notice of any meeting of the Board shall be necessary if all the Trustees are present or if those absent have signified their consent to the meeting being held in their absence. Meetings of the Trustees may be formally called by the Chair of the Trustees or by the Secretary on the direction of the Chair of the Trustees. Notice of every meeting shall be delivered or given by telephone, telegraph, telex or electronic message to each Trustee not less than five days before the day of the meeting or shall be mailed to each Trustee not less than ten days before the day of the meeting. The statement of the Chair of the Trustees or the Secretary that notice has been given pursuant to the by-laws shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour and place to be names, and no notice of such regular meetings need be sent. A meeting of the Trustees shall also be held without notice immediately following the annual general meeting of the voting members. The Trustees may consider or transact any business, either special or general, at any meeting of the Board. The Chair shall arrange for the giving of notice of meetings of the Trustees and for the recording of the proceedings thereat.
34. Questions arising at any meeting of the Trustees shall be decided by a majority of votes unless otherwise required by the provisions of the Canada Corporations Act, the Letters Patent or the by-laws of the Institute. In case of an equality of votes, the Chair shall not have a second or casting vote.
35. The Trustees shall select a slate of candidates for positions on the Executive Committee that require to be filled, for consideration by the individual members. The Trustees shall also be responsible for considering requests for admission to institutional membership at the time of each annual meeting, and they shall determine at that time the member institution

which shall nominate the Chair of the Trustees for the following year. They shall also set the annual fee for institutional members, on the advice of the President, and they shall nominate the auditor(s) or accountant(s) conducting a review engagement of the Institute for appointment by the individual members at the annual general meeting thereof, and approve the financial statements and report of the auditor thereon, for submission to the annual general meeting of the individual members.

EXECUTIVE COMMITTEE

36. There shall be an Executive Committee of the Institute which, subject to the general direction and supervision of the Board of Trustees and except in respect of matters, powers and duties hereby reserved to the Trustees, (i) shall have the day-to-day government and management of the Institute and of its assets, funds and property, and the management and control of its affairs and business and of the disbursement of all funds acquired by or held in the name of the Institute and of the income from any permanent funds; (ii) may make or cause to be made for the Institute and in its name any contract which the Institute may lawfully enter into; (iii) shall be responsible for the planning and implementation of its activities; and (iv) shall be responsible for the admission of individual members as provided in clause 9 hereof.

The Executive Committee shall see that all necessary books and records of the Institute required by any applicable statute or law or by the by-laws of the Institute are regularly and properly kept.

37. The Executive Committee shall consist of five members, being the officers referred to in clause 42 hereof, of which a quorum shall be three. Subject to any restrictions and regulations that may from time to time be imposed by the Trustees and to the by-laws of the Institute, the Executive Committee shall possess and may exercise all the powers of the Board of Trustees in the day-to-day management and direction of the property, business and affairs of the Institute, save and except only such acts as must by law or the by-laws be performed by the Trustees themselves or as are delegated to other committees, in such manner as the Executive Committee shall deem best in the interests of the Institute in all cases in which specific direction shall not have been given by the Board of Trustees. All expenditures out of the ordinary course of business authorized by the Executive Committee shall be reported to the board of Trustees at its next meeting. Subject to any regulations imposed from time to time by the Trustees, the Executive Committee shall have power to determine its own rules of procedure from time to time, including the period and form of notice to be given for the calling of meetings, and to hold its meetings at the office of the Institute or at any other place in Canada determined by it. The Committee shall cause minutes to be kept of its meetings in which shall be recorded all action taken by it, which minutes shall be submitted as soon as practicable to the Board of Trustees.
38. Members of the Executive Committee may but need not be Trustees. They shall serve two-year staggered terms and are eligible for re-election. Elections to fill vacancies occurring by reason of the expiry of terms of office shall take place by a poll of the individual members. The Chair of the Trustees shall submit a slate of candidates to the Secretary of

the Institute by July 1. The Secretary shall inform the individual members and call for other nominations to be forwarded in writing not later than August 15. Each additional nomination must have a seconder and be supported by five individual members in good standing. The nominee must signify, in writing, willingness to serve if elected. If there is more than one eligible nominee for a position, the Secretary shall conduct a mail ballot of individual members in advance of the annual general meeting. The new Executive Committee shall take office immediately following the annual general meeting. Appointments to fill vacancies that occur between annual general meetings may be made by the Trustees on the request of the President to the Chair of the Trustees. The Trustees may remove any member of the Executive committee from office at any time by the votes of at least two-thirds of the Trustees at a meeting thereof duly called for that purpose.

OTHER COMMITTEES

39. The Board of Trustees may from time to time constitute and appoint such other committees and advisory councils as it may determine, to assist the Trustees and the Executive Committee in managing and directing the property, business and affairs of the Institute and in carrying out its objects. The persons appointed to any such committee or council may be Trustees or members of the Institute or others, and the Board may from time to time remove a member or members of any such committee or council and fill any vacancy or vacancies in any such committee or council, and the members of any such committee or council shall continue in office until removed or until their successors are appointed by the Board of Trustees. The Board may define and limit the powers and duties of and reporting by any such committees or councils. Such committees or councils may meet for the transaction of business, adjourn and otherwise regulate their meetings as they see fit, subject to any regulations or restrictions imposed from time to time by the Trustees. Any such committee or council may invite such officers, Trustees, employees and members of Institute and such consultants and professional advisers as it may see fit from time to time to attend at meetings of such committee or council and to assist thereat in the discussion and consideration of the affairs of the Institute. The Chair of the Trustees and the President shall be members ex officio of each such committee or council, unless the Board otherwise provides.

INDEMNITIES TO TRUSTEES AND OTHERS OFFICERS

40. Every Trustee or officer of the Institute or other person who has undertaken or is about to undertake any liability on behalf of the Institute, and the heirs, executors, administrators and estate and effects, respectively, of such a person shall from time to time and at all times be indemnified and saved harmless out of the funds of the Institute from and against:
- (a) all costs, charges and expenses whatsoever which such Trustee, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of office; and

- (b) all other costs, charges and expenses which he or she sustains or incurs on or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.
41. The Chair of the Trustees shall be nominated annually by the President of the member institution determined under the provisions of clause 35 hereof. The Chair shall, when present, preside at all meetings of the Trustees; shall sign such contracts, documents and instruments in writing as require signature on behalf of the Board of Trustees and shall, together with the President, formulate the long-range policies, objectives and development plans of the Institute for consideration by the Board of Trustees and the Executive Committee and assess the implementation thereof.
- The Chair shall: be responsible for arranging for the selection of a slate of candidates for the open Executive Committee positions for consideration by the individual membership; shall request nominations from all of the Trustees, conduct a ballot or otherwise achieve a consensus among the Trustees, ascertain the willingness of those nominated to serve, and inform the Secretary of the Institute of the nominated slate by July 1; be responsible for obtaining the names of appointees to the Board of Trustees from the Presidents of the institutional members not later than April 30; recommend auditor(s) or accountant(s) conducting a review engagement of the Institute for nomination by the Trustees at the time of the annual general meeting of the individual members; make arrangements for, and chair one of more meetings of the Trustees at the time of the annual general meeting. The Chair shall also have such other powers and duties as may from time to time be lawfully assigned by the Board of Trustees or as are incident to the office of Chair of the Board of Trustees.
42. The other officers of the Institute shall be a President, Vice-President, Secretary, Membership Secretary and Treasurer, and such officers shall comprise the Executive Committee as provided in clause 37 hereof and shall be elected or appointed in the manner provided in clause 38 hereof. Every such officer shall be an individual voting member in good standing of the Institute. At least one of the President and the Vice-President shall hold a full-time academic appointment on the staff of a Canadian university. In default of the election of any such officer, the then incumbent, being otherwise qualified, shall continue in office until a successor is elected.
43. The Board of Trustees may also from time to time elect or appoint such other officers, including one or more assistants to any of the officers of the Institute, as the Board may determine, and such other officers may but need not be members of the Board. No person shall hold more than one of the offices of Chair of the Trustees, President, Vice-President, Secretary, Membership Secretary and Treasurer, unless in the case of a temporary vacancy or unusual circumstances, the Board of Trustees otherwise determines.
44. The terms of employment of the officers of the Institute shall be such as may be settled from time to time by the Board and in the absence of an agreement with the Institute to the contrary, the employment of all officers shall be during the pleasure of the Board. The duties of all officers whose duties are not specifically provided for in the by-laws of the Institute or in the terms of their engagement shall be such as the terms of their engagement

call for or the Board requires of them, and subject to the provisions of the by-laws and the terms of engagement, the Board may from time to time vary, add to or limit the powers, function and duties of any officer or officers.

45. In the case of the absence or inability to act of any officer of the Institute, or for any reason that the Trustees may deem sufficient, the Trustees may delegate all or any of the powers of such officer to any other officer or to any Trustee for the time being, and any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the Chair otherwise directs.
46. The President is the Chief Executive Officer of the Institute. The President shall: preside at all meetings of the members of the Institute and of the Executive Committee; have the general management of the affairs of the Institute; co-ordinate the other officers in the performance of their duties and the carrying out of all orders and resolutions of the Executive Committee; be responsible for attracting institutional members and for soliciting their assistance as required, and for submitting research grant applications in accordance with clause 58 hereof.
47. The Vice-President shall assist the President as mutually agreed and shall perform such other duties as may from time to time be prescribed by the Executive Committee. In the absence or inability to act of the President, the Vice-President shall exercise the powers and perform the duties of the President.
48. The Secretary shall: act as clerk at all meetings of the Executive Committee and at the annual general meeting and record the proceedings thereat in the books to be kept for that purpose; give notice of all meetings of the Executive Committee and of the members; inform the membership of the slate of candidates prepared by the Trustees for the open Executive positions and call for other nominations to be forwarded in writing not later than August 15. If an election is necessary, the Secretary shall arrange for a mail ballot of individual members prior to the annual general meeting of the individual members. The Secretary shall: co-ordinate the preparation of annual reports; be responsible for calling the annual meeting of the individual members and for informing all individual members of the agenda for the annual meeting at least five days before the meeting; be the custodian of the books and records of the Institute (other than membership records). The Secretary shall perform such other duties as are incident to the office or as may from time to time be prescribed by the Executive Committee or the President.
49. The Membership Secretary shall solicit, receive and review applications for individual membership in the Institute, make recommendations to the Executive Committee as to the disposition to be made of applications, keep a list of the names and addresses of all members, and perform such other duties as are incident to the office or as may from time to time be prescribed by the Executive Committee.
50. The Treasurer shall: be responsible for notifying institutional members of the due date and amount of the annual fee; keep full and accurate accounts of the receipts and disbursements

of the Institute and deposit all money and other valuable property in the name and to the credit of the Institute in such depositories as may be designated by the Executive Committee from time to time; disburse the funds of the institute as may be ordered by the Executive Committee, taking proper vouchers for such disbursements, and render to the President and/or to the Trustees whenever required, an account of all transactions as Treasurer and of the financial position of the Institute. The Treasurer shall also perform such other duties as are incident to the office or as may from time to time be prescribed by the Executive Committee.

51. The first officers and members of the Executive Committee of the Institute and their respective terms of office shall be:
- | | | |
|--------------------------|----------------------|-----------|
| (a) President | - Robin L. Armstrong | - 1986-87 |
| (b) Vice-President | - Peter A. Egelstaff | - 1986-88 |
| (c) Secretary | - Malcolm F. Collins | - 1986-88 |
| (d) Membership Secretary | - Donald R. Taylor | - 1986-87 |
| (e) Treasurer | - Gerald Dolling | - 1986-88 |

EXECUTION OF DOCUMENTS

52. Deeds, leases, transfers, licences, contracts, agreements, assignments and engagements on behalf of the Institute shall be signed by any two of the Chair of the Trustees, the President, the Secretary, the Membership Secretary and the Treasurer, or by any one of such officers together with a Trustee; and the Secretary shall affix the seal of the Institute to such instruments as require the same; provided that the Executive Committee may at any time by resolution direct the manner in which the persons by whom any particular instrument, contract or obligation, or any class of instruments, contracts or obligations of the Institute may or shall be executed.

In particular, the persons designated in this clause, or any persons from time to time designated by the Executive Committee, may transfer any and all shares of stock, bonds or other securities from time to time standing in the name of the institute and may accept in the name and on behalf of the Institute transfers of shares of stock and bonds or other securities from time to time transferred to it, and may affix the corporate seal to any such transfers or acceptances of transfers and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purpose, including the appointment of an attorney or attorneys to make or accept transfers of share of stock, bonds and other securities on the books of any company or corporation.

53. One or more certified accountants shall be appointed as auditors or financial reviewers by the individual members, on the nomination of the Trustees, in the manner provided in clauses 19 and 35 hereof and when so appointed, shall hold office until the next annual meeting of the individual members or until their successors are appointed, unless previously removed by resolution of the Trustees or of the individual voting members in general meeting. If the remuneration of the auditor(s) or reviewer(s) is not fixed by the members at the annual meeting, such remuneration shall be fixed by the Executive

Committee.

54. The auditors or reviewers shall have access at all reasonable times to the books and accounts of the Institute and all receipts and vouchers relating thereto, and shall conduct an audit or a review engagement thereof, as directed by the Executive, and make an annual report to the individual voting members upon the balance sheet.

AUDITORS
FINANCIAL YEAR

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

BANKING ARRANGEMENTS

56. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued for or in the name of the Institute shall be signed by two of such Trustees, officers, employees or agents of the Institute and in such manner as shall from time to time be designated by resolution of the Executive Committee, and any one of such officers, employees or agents may alone endorse drafts and notes for collection on account of the Institute through its bankers and endorse notes and cheques for deposit with the Institute's bankers for the credit of the Institute, or the same may be endorsed "for collection" or "for deposit" with the bank of the Institute by using the Institute's rubber stamp for the purpose. Any one of such officers, employees or agents so designated may arrange, settle, balance and certify all books and accounts between the Institute and the Institute's bankers and may receive all paid cheques and vouchers and sign the bank's forms of statements of balance and release or verification slips.

SAFEKEEPING OF SECURITIES

57. The securities of the Institute shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions selected by the Executive Committee. Any and all securities so deposited may be withdrawn from time to time only upon the written order of the Institute signed by two of such Trustees, officers, employees or agents of the Institute and in such a manner as shall from time to time be designated by resolution of the Executive Committee, and such authority may be general or confined to specific instances. The institutions which may be so selected by the Executive Committee to act as custodians shall be fully protected in acting in accordance with the directions of the Executive Committee and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

RESEARCH GRANT APPLICATIONS

58. Applications for major equipment and infrastructure support may be submitted from time to time by the President of the Institute or by the Vice-President if designated by the President for that purpose. Funds received by the Institute shall be administered by the Treasurer according to policies and procedures approved by the Executive Committee. Title to equipment purchased by the Institute shall be held in the name of the Institute.

Proposals for either instrumentation or infrastructure must be taken to the annual

general meeting of individual members for approval before submission to the granting agency. The decision of the meeting is binding on the President if there is a quorum of the individual members present.

NOTICES

59. Any notice, communication or other document to be given by the Institute to a member, Trustee, officer or auditor of the Institute shall be sufficiently given if delivered to his or her most recent address as recorded in the books of the Institute or if mailed by prepaid ordinary or air mail in a sealed envelope to his or her most recent address as recorded in the books of the Institute or if sent by any means of wire or wireless or any other form of transmitted, recorded or electronic communication. The Secretary or the Membership Secretary may change the address on the books of the Institute of any member, Trustee or officer in accordance with any information believed to be reliable. A notice, communication or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; and a notice, communication or document so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted, recorded or electronic communication shall be deemed to have been given when despatched or delivered to the appropriate communication company or agency or its representative for despatch.
60. In computing the date when notice must be given under any provision of the Letters Patent or by by-laws of the Institute requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be included and the date of the meeting or other event shall be excluded.
61. The accidental omission to give any notice to any member, Trustee, officer or auditor or the non-receipt of any notice of any member, Trustee, officer or auditor or any error or irregularity in any notice not affecting the substance thereof shall not invalidate any action or proceedings taken at any meeting held pursuant to such notice or otherwise founded thereon.
62. Any member, Trustee, officer or auditor may waive any notice required to be given under any provision of the Canada Corporations Act, the Letters Patent or the by-laws of the Institute, 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.

BORROWING POWERS

63. The Board of Trustees of the Institute may from time to time,
 - (a) borrow money upon the credit of the Institute;
 - (b) limit or increase the amount to be borrowed;
 - (c) issue debentures or other securities of the Institute;
 - (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
 - (e) secure any such debentures, or other securities, or any other present or future

borrowing or liability of the Institute, by mortgage, hypothec, charge or pledge of all or any currently owed or subsequently acquired real and personal, movable and immovable, property of the Institute, and the undertaking and rights of the Institute.

The Board of Trustees may delegate these borrowing powers to the Executive Committee or any officers or Trustees of the Institute to such extent and in such manner as may be determined by resolution of the Trustees.

Nothing herein limits or restricts the borrowing of money by the Institute on bills or exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Institute.

ENACTMENT AND AMENDMENT OF BY-LAWS

64. The Board of Trustees may enact by-laws or repeal, amend, alter or add to the by-laws or any of them, provided that no such enactment, repeal, amendment, alteration or addition shall be enforced or acted upon until duly sanctioned and confirmed at a meeting of the individual voting members of the Institute duly called for the purpose of considering the same by the vote of at least two-thirds of those present or represented by proxy thereat, and until the approval of the Minister of Consumer and Corporate Affairs of Canada has been obtained. Notice of any proposed enactment or repeal of or amendment, alteration or addition to the by-laws shall first be given in writing by a Trustee to the other Trustees at least ten days before the day of the meeting at which it is proposed to enact the same.

Proposals for the enactment or repeal of or amendment, alteration or addition to a by-law or by-laws may also be made by any individual voting member in good standing by giving notice thereof in writing to the Secretary before August 15. The Secretary shall include notice of any such proposal in the agenda for the meeting to be circulated pursuant to clause 48 hereof. Any such individual member's proposal shall not be adopted unless sanctioned and confirmed by the individual members and approved by the Minister in the same manner as hereinbefore provided respecting by-laws enacted or amended by the Board of Trustees.

ENACTED AND PASSED by the first Trustees and sealed with the corporate seal of the Institute this 7th day of January, 1987.

(R.L. Armstrong)
President

(M.F. Collins)
Secretary

(Incorporates revisions of 1989, 1992, 1994)

