CANADIAN SOCIETY OF SOIL SCIENCE

SOCIÉTÉ CANADIENNE DE LA SCIENCE DU SOL

A BY-LAW RELATING GENERALLY TO THE CONDUCT OF THE AFFAIRS OF THE CANADIAN SOCIETY OF SOIL SCIENCE INC.

Be It Enacted as a by-law of the corporation as follows.

1. Definitions

The following definitions are used in this by-law and all other by-laws of the corporation, unless the context otherwise requires.

Act: the Canada Not-For-Profit Corporations Act S.C. 2009, c. 23 including regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended.

Articles: the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the corporation.

By-law: this by-law and any other by-law of the corporation as amended and which are in force and effect.

Regulations: the regulations made under the Act, as amended, restated, or in effect.

Board: the board of directors of the corporation.

Corporation: the Canadian Society of Soil Science.

Director: a member of the board.

Meeting of members: includes an annual meeting of the members or a special meeting of the members of the corporation.

Special meeting of members: includes a meeting of members entitled to vote for a special purpose outside of the annual meeting of members.

Ordinary resolution: a resolution passed by not less than 50 % plus 1 of votes cast on it.

Special resolution: a resolution passed by a majority of not less than 2/3 of the votes cast on it.

Proposal: a proposal submitted by a member of the corporation that meets the requirements of section 163 (Member Proposals) of the Act.

2. Interpretation

In this by-law, singular words in include the plural and vice versa, words in one gender include all genders, and person includes an individual, body corporate, partnership, trust, and unincorporated organization. Other than as specified, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. Corporate Seal

The corporation may have a corporate seal in the form approved by the board. If a corporate seal is approved by the board, the secretary of the corporation shall be the custodian of that seal.

4. Document Execution

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the corporation may be signed by any 2 of its directors. The board may direct the manner in which, and the person or persons by whom, a document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing director may certify a copy of any instrument, resolution, by-law, or other document of the corporation to be a true copy.

5. Financial Year End

The financial year end of the corporation shall be December 31 of each year.

6. Banking Arrangements

The banking business of the corporation shall be transacted at a bank, trust company, or other firm or corporation carrying on a banking business in Canada or elsewhere as the board may designate, appoint, or authorize by resolution. The banking business or any part of it shall be transacted by a director or directors of the corporation and/or other persons as the board may by resolution designate, direct, or authorize.

7. Borrowing Powers

If authorized by a resolution which is adopted by the board and confirmed by ordinary resolution of the members, the board may do the following.

a. Borrow money on the credit of the corporation.
b. Issue, reissue, sell, pledge, or hypothecate debt obligations of the corporation.
c. Mortgage, hypothecate, pledge, or create a security interest in all or any property the corporation owns or subsequently acquired, to secure any debt obligation of the corporation.

Any such resolution may provide for delegation of such powers by the board to such directors of the corporation, to such extent, and in such manner, as may be set out in the by-law.

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

8. Annual Financial Statements

The corporation shall send the members a copy of annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act, or a copy of a publication reproducing information contained in the documents. Instead of sending the documents, the corporation may send a summary to each member along with the procedure for obtaining a copy of the documents free of charge. The corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

9. Membership Conditions

Subject to the articles, there shall be one class of members in the corporation. All members of the corporation are voting members. Upon payment of fees designated by the board, membership and voting shall be open to individuals with a post-secondary school degree or diploma in soil science or related scientific subject from a recognized university or college, and who are engaged in any aspect of professional soil science or related work. The board may accept, in special circumstances, a member who does not have these qualifications. Each member shall be entitled to receive notice of, and attend and vote, at all meetings of the members of the corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

10. Membership Transfers

A membership may only be transferred to the corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change, or delete this section of the by-laws.

11. Meeting Of Members Notice

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means.
a. By mail, courier, or personal delivery to each member entitled to vote at the meeting, 21 to 60 days before the day on which the meeting is to be held.
b. By telephonic, electronic, or other mode of communication to each member entitled to vote at the meeting, 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

12. Meeting Of Members Called By Members

The board shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5 % of the voting rights. If the directors do not call such a meeting within 21 days of receiving the requisition, any member who signed the requisition may call the meeting.

13. Meeting Of Members Absentee Voting

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by means of a telephonic, electronic, or other mode of communication if the corporation has a system as follows.
a. Enables the votes to be gathered in a manner that permits their subsequent verification.
b. Permits the tallied votes to be presented to the corporation without it being possible for the corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the corporation to change this method of voting by members not in attendance at a meeting of members.

14. Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them, and if any are not paid within 1 calendar month of the membership renewal date persons in default shall automatically cease to be members of the corporation.

15. Membership Termination

A membership in the corporation is terminated when the following occurs.
a. The member dies.
b. The member fails to maintain any qualifications for membership described in Section 8 on membership conditions of these by-laws.

c. The member resigns by delivering a written resignation to the president of the board of the corporation; resignation shall be effective on the date specified in the resignation.
d. The member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws.
e. The member's term of membership expires.
f. The corporation is liquidated or dissolved under the Act.

16. Membership Termination Effects

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the corporation, automatically cease to exist.

17. Disciplining Members

The board shall have authority to suspend or expel any member from the corporation for any one or more of the following grounds.
a. Violating any provision of the articles, by-laws, or written policies of the corporation.
b. Carrying out any conduct which may be detrimental to the corporation as determined by the board in its sole discretion.
c. For any other reason that the board in its sole and absolute discretion considers to be reasonable regarding the purpose of the corporation.

If the board determines that a member should be expelled or suspended from membership in the corporation, the president, or such other director as may be designated by the board, shall provide 20 days’ notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other director as may be designated by the board, in response to the notice received within such 20-day period. If no written submissions are received by the president, the president, or such other director as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the corporation. If written submissions are received in accordance with this section, the board may create a temporary committee with predetermined guidance on membership to review such submissions in arriving at a final decision, and shall notify the member concerning such final decision within a further 20 days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

18. Annual Meeting Of Members Proposal Publishing Costs

The corporation shall pay the cost of including any proposals submitted by members and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

19. Meeting Of Members Place

Subject to compliance with section 159 (place of meetings of members) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

20. Meeting Of Members Attendance Permissions

Members, non-members, directors, and any public accountant engaged by the corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the meeting of members according to the provisions of the Act, articles, and by-laws are entitled to cast a vote at the meeting.

21. Meeting Of Members Chair

If the president and vice-president of the board are absent, the members who are present and entitled to vote shall choose one of their number to chair the meeting.

22. Meeting Of Members Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be at least 10 % of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

23. Meeting Of Members Voting

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes on a show of hands, on a ballot, or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

24. Meeting Of Members Electronic Participation

If the corporation makes available a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic, or other communication facility the corporation has made available for that purpose.

25. Entirely Electronic Meeting Of Members

If the directors or members of the corporation call a meeting of members pursuant to the Act, those directors or members may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting.

26. Director Number

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board

27. Director Term Of Office

The term of office of directors shall be 1 to 3 years, as determined by the board and approved by ordinary resolution of the members. The option for an individual to serve a second term in a given office shall be determined by the board with approval by ordinary resolution by the members.

28. Calling Board Meetings

Meetings of the board may be called by the president of the board, the past president of the board, or any 2 other directors at any time.

29. Board Meeting Notice

Notice of the time and place for a meeting of the board shall be given to every director of the corporation not less than 1 week before the time when the meeting is to be held by one of the following methods.

a. Delivered personally to the latest address shown in the last notice sent by the corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors).
b. Mailed by prepaid ordinary mail to the director's address as set out in (a).
c. By telephonic, electronic, or other communication facility at the director's recorded address for that purpose.
d. By an electronic document in accordance with Part 17 of the Act.

Notice of a meeting shall not be necessary if all directors are present, and none objects to holding the meeting, or if those absent waived notice of or have otherwise signified their consent to holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting, except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

30. Regular Board Meetings

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director after being passed, but no other notice shall be required for any regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose or business to be transacted be specified in the notice.

31. Board Meeting Voting

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 chair of the meeting in addition to an original vote shall have a second or casting vote.

32. Board Committees

The board may appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes, and subject to the Act, with such powers as the board sees fit. Any such committee may formulate its own procedural rules, subject to regulations or directions the board may make. Any committee member may be removed by resolution of the board.

33. Board Appointments

The board may designate the directors of the corporation, appoint directors on an annual or more frequent basis, specify their duties, and subject to the Act, delegate to such directors the power to manage the affairs of the corporation. Two or more offices may be held by the same person.

34. Corporation Board

Unless otherwise specified by the board (which may, subject to the Act modify, restrict, or supplement such duties and powers), the directors of the corporation, if designated and if directors are appointed, shall have the following duties and powers associated with their positions.

a. Chair of the Board: Is the elected president of the corporation. The chair of the board shall, when present, preside at all meetings of the board and of the members. The chair shall have such other duties and powers as the board may specify.

b. Vice-Chair of the Board: Is the elected past president of the corporation. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, shall, when present, preside at all meetings of the board and of the members. The vice-chair shall have such other duties and powers as the board may specify.
c. President: Shall be the chief executive officer of the corporation and shall be responsible for implementing the strategic plans and policies of the corporation. The president shall, subject to authority of the board, have general supervision of affairs of the corporation.
d. Secretary: Shall attend and be the secretary of all meetings of the board, meetings of members, and committees of the board. The secretary shall enter or cause to be entered in the corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, any public accountant engaged by the corporation, and committee members; the secretary shall be the custodian of all books, papers, records, documents, and other instruments of the corporation.
e. Treasurer – The treasurer shall have such powers and duties as the board may specify.

The duties and powers of all other directors of the corporation are determined based on their mandate, or the needs of the board or the president. Subject to the Act, the board may modify, increase, or limit the duties and powers of any director.

35. Board Vacancies

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any director of the corporation. Unless so removed, such a director shall hold office until the earlier of the following.

a. The director's successor being appointed.
b. The director’s resignation.
c. Such director ceasing to be a director (if a necessary qualification of appointment).
d. Such director's death.

If the office of any director of the corporation shall become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

36. Giving Notice

Any notice (including any communication or document), other than notice of a meeting of members or a meeting of the board, to be given (including sent, delivered, or served) pursuant to the Act, the articles, by-laws, or otherwise to a member, director, or member of a committee of the board, or to any public accountant engaged by the corporation, shall be sufficiently given.

a. If delivered personally to the person to whom it is to be given, or if delivered to such person's address as shown in the records of the corporation, or in notice to a director to the latest address as shown in the last notice that was sent by the corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors).
b. If mailed to such person at such person's recorded address by prepaid ordinary or air mail.
c. If sent to such person by telephonic, electronic, or other communication facility at such person's recorded address for that purpose.
d. If provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change, or cause to be changed, the recorded address of any member, director, public accountant engaged by the corporation, or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director of the corporation to any notice or other document to be given by the corporation may be written, stamped, typewritten, or printed or partly written, stamped, typewritten, or printed.

37. By-Law Provisions Invalidity

The invalidity or unenforceability of any provision of these by-laws shall not affect the validity or enforceability of the remaining provisions.

38. Omissions And Errors

The accidental omission to give any notice to any member, director, member of a committee of the board, or public accountant engaged by the corporation, or non-receipt of any notice by any such person where the corporation has provided notice in accordance with the by-laws, or any error in any notice not affecting its substance, shall not invalidate any action taken at any meeting to which the notice pertained or was otherwise founded on such notice.

39. Mediation And Arbitration

Disputes or controversies among members, directors, committee members, or volunteers of the corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the dispute resolution mechanism section.

40. Dispute Resolution Mechanism

If a dispute or controversy among members, directors, committee members, or volunteers of the corporation arising out of or related to the articles, by-law's or any aspect of the operations of the corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, committee members, employees, or volunteers of the corporation as set out in the articles, by-laws, or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows.

a. The dispute or controversy shall first be submitted to a panel of mediators whereby one party appoints one mediator, the other party (or the corporation board) appoints one mediator, and the two appointed mediators jointly appoint a third mediator. The 3 mediators will meet with the parties in an attempt to mediate a resolution between them.
b. The number of mediators may be reduced to 1 or 2 upon agreement of the parties.
c. If the parties are not successful in resolving the dispute by mediation, the parties agree the dispute shall be settled by a single arbitrator, who shall not be one of the mediators referred to above, in accordance with provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and not be subject to appeal on a question of fact, law, or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

41. By-Laws Effective Date

Subject to the articles, the board may, by resolution, make, amend, or repeal any by-laws that regulate the activities or affairs of the corporation. Any such by-law, amendment, or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected, or amended by the members by ordinary resolution. If the by-law, amendment, or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment, or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.