



A by-law relating generally to the conduct of the affairs of

Science Atlantic (the “Corporation”)

Table of Contents

Article 1. General	4
Section 1.01 Definitions	4
Section 1.02 Interpretation	5
Section 1.03 Computation of Time	5
Section 1.04 Severability and Precedence	5
Section 1.05 Head Office	5
Article 2. Mission Statement	6
Article 3. Representation	6
Article 4. Conflict of Interest	6
Article 5. Execution of Documents	6
Article 6. Fiscal Year	7
Article 7. Banking Arrangements	7
Article 8. Annual Financial Statements	7
Article 9. Membership	7
Section 9.01 Criteria of Membership	7
Section 9.02 Membership Rights and Responsibilities	8
Section 9.03 Membership Fees	8
Section 9.04 Membership Transferability	8
Section 9.05 Termination of Membership	8
Section 9.06 Effect of Termination of Membership	9
Article 10. Members’ Meetings	9
Section 10.01 Annual Members’ Meeting	9
Section 10.02 Notice of Members’ Meeting	9
Section 10.03 Members Calling a Members’ Meeting	9
Section 10.04 Absentee Voting at Members’ Meetings	

By-laws of Science Atlantic (draft 2023 10 03)

Approved: Chair _____ Date _____

ED _____ Date _____



Section 10.05 Place of Members' Meeting	11
Section 10.06 Persons Entitled to be Present at Members' Meetings	11
Section 10.07 Chair of Members' Meetings	11
Section 10.08 Quorum at Members' Meetings	12
Section 10.09 Votes to Govern at Members' Meetings	12
Section 10.10 Participation by Electronic Means at Members' Meetings	12
Section 10.11 Members' Meeting Held Entirely by Electronic Means	12
Article 11. Board of Directors	12
Section 11.01 Role	12
Section 11.02 Makeup and Number of Directors	13
Section 11.03 Term of Office of Directors	13
Section 11.04 Board Remuneration	14
Article 12. Board Meetings	14
Section 12.01 Calling of Meetings of Board of Directors	14
Section 12.02 Notice of Meeting of Board of Directors	14
Section 12.03 Regular Meetings	14
Section 12.04 Votes to Govern at Meetings of the Board of Directors	15
Article 13. Science Atlantic Committees	15
Section 13.01 Establishment of Committees of the Board of Directors	15
Section 13.02 Election and Removal of Committee Members	15
Section 13.03 Dissolution of Committees	15
Section 13.04 Types of Committees	15
Article 14. Appointment of Additional Officers	18
Article 15. Description of Offices	19
Article 16. Vacancy in Office	19
Article 17. Discipline Powers of Board and Procedure	20
Article 18. Method of Giving Any Notice	20
Article 19. Omissions and Errors	21
Article 20. Mediation and Arbitration	21
Article 21. Dispute Resolution Procedure	22
Article 22. Succession Planning	22

By-laws of Science Atlantic (draft 2023 10 03)

Approved: Chair _____ Date _____



Section 22.01 Vacancy of Office by a Director	22
Section 22.02 Filling a Vacancy on the Board	23
Section 22.03 Removal of Directors	23
Article 23. Executive Director Succession Plan	23
Section 23.01 Short-Term Absence or Incapacity of the Executive Director	23
Section .02 Long-Term Absence or Incapacity of the Executive Director	24
Section 23.03 Resignation or Removal of the Executive Director	24
Article 24. By-laws and Effective Date	24
Section 24.01 Creation, Amendment or Repeal of By-law	24
Section 24.02 Review of By-laws	24
Article 25. Dissolution	25

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A by-law relating generally to the conduct of the affairs of **Science Atlantic**
(the “Corporation”)

BE IT ENACTED as a by-law of the Corporation as follows:

Article 1. General

Section 1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

“**Act**” means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

“**Action Committees**” means committees of the Corporation that carry out activities of the organization and report to the Board but do not require a Board Director;

“**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation;

“**Board**” means the Board of Directors of the Corporation;

“**Board Committees**” means committees that must include at least one Board Director;

“**By-law**” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

“**Committee members**” means individuals who sit on any Committee;

“**Director**” means a member of the Board. Directors are elected by the Members;

“**Divisions**” means the groupings of Science Atlantic activities and participants by academic area of focus; for example, Biology Division;

“**Division Committees**” mean academic committees of the Corporation composed of Division members that carry out activities of the organization and report to the Board but do not require a Board Director;

“**Institutional Representative**” means the most senior administrator (or designate appointed by the senior administration) involved in Science Atlantic from a Member Institution. The Institutional Representative exercises the vote on behalf of the Member Institution they represent;

“**Meeting of Members**” includes an annual meeting of Members or a Special Meeting of Members;

By-laws of Science Atlantic (draft 2023 10 03)

Approved: Chair _____ Date _____

ED _____ Date _____



“Members” and **“Member Institutions”** means the institutions that pay membership fees, represented by an Institutional Representative; only Members may vote on membership issues;

“Officers” means those Directors who are elected by the Members to the Executive Committee of the Board;

“ordinary resolution” means a resolution passed by a majority of not less than 50 per cent plus 1 of the votes cast on that resolution;

“Proposal” means a proposal submitted by a Member of the Corporation that meets the requirements of Section 163 of the Act;

“Regulations” means the regulations made under the Act, as amended, restated, or in effect from time to time; and

Special Meeting of Members” means a special meeting of all members entitled to vote at an annual meeting of Members;

“Special Resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

Section 1.02 Interpretation

In the interpretation of these by-laws, words in the singular 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 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

Section 1.03 Computation of Time

Where a given number of days’ notice is required to be given, the day of posting of the notice shall, unless it is otherwise provided, be counted in such number of days.

Section 1.04 Severability and Precedence

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

If any of the provisions contained in the by-laws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act, as the case may be, shall prevail.

Section 1.05 Head Office

The head office of Science Atlantic may be in any Atlantic province.



Article 2. Mission Statement

The mission of Science Atlantic is to grow and connect the post-secondary science communities in Atlantic Canada by:

- a. providing opportunities that foster and enrich students' experiences;
- b. supporting and inspiring researchers, educators, and the broader scientific community; and,
- c. using our collective voice to address important regional science issues.

Article 3. Representation

Individual Science Atlantic members shall not speak on behalf of the Corporation without the prior authorization of the Board, including in interactions with;

- a. universities and colleges;
- b. governments; federal, provincial, municipal; and
- c. any other organization or forum where the Members' interest or wellbeing is affected or that has been identified by the Members themselves or the Board.

Article 4. Conflict of Interest

Science Atlantic shall establish and maintain a conflict of interest policy. Directors, Officers, and employees of Science Atlantic shall comply with all laws relating to conflicts of interest and shall be bound by and adhere to any conflict of interest policy of the Corporation.

Article 5. Execution of Documents

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by any two of its officers or Directors. In addition, the Board may from time to time direct the manner in which the person or persons by whom a particular 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 officer may certify a copy of any instrument, resolution, by-law, or other document of the Corporation to be a true copy thereof.

Article 6. Fiscal Year

The fiscal year of the Corporation shall be the period from September 1 in any year to August 31 in the year following.

Article 7. Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company, or other firm or corporation carrying on a banking business in Canada or elsewhere as

By-laws of Science Atlantic (draft 2023 10 03)

Approved: Chair _____ Date _____



the Board of Directors may designate, appoint, or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct, or authorize.

Article 8. Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation, and any Member may, on request, obtain a copy free of charge at the registered office, by prepaid mail or electronically.

Article 9. Membership

Section 9.01 Criteria of Membership

- a. Subject to the articles, there shall be one class of Members in the Corporation. Membership in the Corporation shall be available on an institutional basis and includes:
 - i. universities and/or colleges in the region that teach pure or applied science or are engaged in pure or applied scientific research;
 - ii. regional, federal, or provincial government laboratories engaged in pure or applied scientific research or concerned with the application of scientific knowledge;
 - iii. such other institutions that the Board may care to invite that share the goals and objectives of Science Atlantic.
- b. Membership is by application to, or invitation of the Board, and is subject to approval by Members at the Annual Members' Meeting. The re-admission to membership of any institution whose membership has ceased under the provisions of 9.05, below, shall be decided by the Board.

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).

Section 9.02 Membership Rights and Responsibilities

The Institutional Representative of each Member Institution has the right to:

- a. receive notice of, attend, submit business, speak, and vote at meetings of the Members, all in accordance with the requirements set out in the by-laws;



- b. vote in elections and on referenda in respect of which they are eligible to vote pursuant to the by-laws;
- c. attend and speak at any meetings of the Board and its Committees (except in camera sessions), subject to any applicable meeting policies and regulations;
- d. seek election as a Director, in accordance with the by-laws and any applicable policies;
- e. nominate candidates for election to the Board, in accordance with the by-laws and any applicable policies;
- f. access the services, materials, and other resources made available by Science Atlantic to its Members; and,
- g. exercise any other rights and privileges granted to Members by the by-laws, policies, and Board resolutions. Members have the responsibility to pay membership fees in accordance with the section on membership fees of these by-laws and to comply with the by-laws and any policies made in accordance with the by-laws.

Section 9.03 Membership Fees

The continued membership of any institution is contingent upon payment of fees and assessments as determined by the Board. The membership of an institution shall cease immediately if such fees and assessments are unpaid at the end of the fiscal year following that of their assessment. Members shall be notified in writing of the membership fees at any time payable by them and, if any are not paid within the fiscal year, the Member(s) in default shall automatically cease to be Member(s) of the Corporation.

Section 9.04 Membership Transferability

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.

Section 9.05 Termination of Membership

A membership in the Corporation is terminated when:

- a. a Member Institution is dissolved;
- b. a Member Institution fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws, including delinquency of fee payment;



- c. the Member Institution withdraws by delivering a written resignation to the Chair of the Board of the Corporation, in which case such resignation shall be effective on the date specified in the resignation;
- d. the Member Institution's term of membership expires; or
- e. the Corporation is liquidated or dissolved under the Act.

Section 9.06 Effect of Termination of Membership

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.

Article 10. Members' Meetings

Section 10.01 Annual Members' Meeting

An Annual Members' Meeting shall be held no later than 90 days following the closing date of the fiscal year.

Section 10.02 Notice of Members' Meeting

Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by telephonic, electronic, or other communication facility to each member entitled to vote at the meeting, no less than 21 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.

Section 10.03 Members Calling a Members' Meeting

The Board of Directors shall call a special meeting of Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than five-per cent of the voting rights. If the Directors do not call a meeting within 21 days of receiving the requisition, any Member who signed the requisition may call the meeting.

Section 10.04 Absentee Voting at Members' Meetings

Pursuant to Section 171(1) of the Act, a Member entitled to vote at a meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- a. a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;



- b. a Member may revoke a proxy by depositing an instrument or act in writing executed
 - i. at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - ii. with the Chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- c. a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting, and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
- d. if a form of proxy is created by a person other than the Member, the form of proxy shall
 - i. indicate, in bold-face type,
 1. the meeting at which it is to be used,
 2. that the Member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 3. instructions on the manner in which the Member may appoint the proxyholder
 - ii. contain a designated blank space for the date of the signature,
 - iii. provide a means for the Member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
 - iv. provide a means for the Member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of Directors,
 - v. provide a means for the Member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of Directors, and
 - vi. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for, and that, if the Member specifies a choice



under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;

- e. a form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote in respect of each matter or group of related matters;
- f. if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- g. a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

Pursuant to Section 197(1) of the Act, a special resolution of the Members (and if Section 199 applies, a special resolution of each class of Members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by Members not in attendance at a meeting of Members.

Section 10.05 Place of Members' Meeting

Subject to compliance with Section 159 (Place of Members' Meetings) of the Act, meetings of the Members may be held at any place within Atlantic Canada determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Atlantic Canada.

Section 10.06 Persons Entitled to be Present at Members' Meetings

Members, Directors, and the public accountant of the Corporation are entitled to be present at a meeting of Members, as well as other individuals invited or permitted to attend by the Chair. However, only those Members entitled to vote at the Members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

Section 10.07 Chair of Members' Meetings

In the event that the Chair of the Board and the Chair Elect or Past Chair of the Board are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to Chair the meeting. In the event that the Chair of the Board or Chair Elect or Past Chair of the Board is not a Member, they will have no vote at the Members' meeting.



Section 10.08 Quorum at Members' Meetings

A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be 50 percent 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.

Section 10.09 Votes to Govern at Members' Meetings

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 either on a show of hands or on a ballot or on the results of electronic voting, the Chair of the meeting shall have a casting vote. If the Chair of the meeting is also the Institutional Representative of a Member, this will be a second vote.

Section 10.10 Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make 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 telephonic, electronic, or other 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 that the Corporation has made available for that purpose.

Section 10.11 Members' Meeting Held Entirely by Electronic Means

If the Directors or Members of the Corporation call a meeting of Members pursuant to the Act, those Directors or Members, as the case may be, 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.

Article 11. Board of Directors

Section 11.01 Role

- a. The Board of Directors is accountable to the Members;
- b. the Board of Directors is responsible for managing and supervising the affairs of Science Atlantic;



- c. the Board of Directors has a duty to manage Science Atlantic honestly, in good faith, and in the best interests of Science Atlantic while using care and diligence; and
- d. the Board of Directors must adhere at all times to the Act, federal law, Science Atlantic by-laws, policies, and procedures.

Section 11.02 Makeup and Number of Directors

Subject to the Regulations under the Act, Directors may be nominated for election to the Board as follows:

- a. one Chair;
- b. one Chair Elect or Past Chair;
- c. one Treasurer;
- d. up to three Directors from the Institutional Representatives;
- e. up to three Directors from the Action and Division Committees;
- f. up to three Directors-at-Large from the broader community; and
- g. one student representative from a Member Institution.

The Board shall consist of a minimum of nine, and up to 13, voting Directors.

Section 11.03 Term of Office of Directors

- a. The Chair of the Board of Directors shall be elected for a two-year term, renewable once only. The Chair Elect position shall be a period of one year. The Past Chair position shall extend from the completion of term as Chair until the election of a Chair Elect. The Treasurer position shall be a term of three years, renewable.
- b. Except where an election is held to fill the unexpired portion of a term, all newly elected Directors except the student representative shall be elected for three-year terms.
- c. The student representative shall be elected to a one-year term.
- d. An Institutional Representative who is elected as a Director may continue as Director for up to one year after the end of their term as an Institutional Representative.
- e. An Action or Division Committee Chair who is elected as a Director may continue as Director for up to one year after the end of their term as an Action or Division Committee Chair.
- f. A student representative who is elected as a Director may continue as a Director for up to one year after graduation.



Section 11.04 Board Remuneration

- a. Directors of the Board shall not receive remuneration for their services as part of the Board.
- b. Directors may be reimbursed for expenses properly incurred by them in performing their Director duties on behalf of the Board.

Article 12. Board Meetings

Section 12.01 Calling of Meetings of Board of Directors

Meetings of the Board may be called by the Chair of the Board, the Chair Elect or Past Chair of the Board, or any two Directors at any time. If the Corporation has only one Director, that Director may call and constitute a meeting.

Section 12.02 Notice of Meeting of Board of Directors

- a. Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in the section on giving notice of meeting of Directors of this by-law to every Director of the Corporation not less than 10 days before the time when the meeting is to be held.
- b. Notice of a meeting shall not be necessary if all of the Directors are present and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.
- c. Notice of an adjourned meeting is not required, if the time and place of the adjourned meeting is announced at the original meeting.
- d. 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.

Section 12.03 Regular 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 forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.



Section 12.04 Votes to Govern at Meetings of the Board of Directors

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.

Article 13. Science Atlantic Committees

Section 13.01 Establishment of Committees of the Board of Directors

The Board may from time to time 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 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.

Committees are made up of various people and can include some combination of Board Directors, Institutional Representatives, senior stakeholders, experts, faculty of Member Institutions, student representatives, employees of the Corporation, and others from the broader community.

Section 13.02 Election and Removal of Committee Members

- a. Nominations for Committee membership may come from Board Directors, Institutional Representatives, employees of the Corporation, or other Science Atlantic stakeholders.
- b. The Committee shall elect a Chair from the existing membership for a two-year, renewable term, unless otherwise specified.
- c. Any Committee member may be removed by resolution of the Board of Directors.

Section 13.03 Dissolution of Committees

The Board may dissolve any Committee by special resolution at any time.

Section 13.04 Types of Committees

There shall be three types of Committees: Board Committees, Action Committees, and Division Committees.

- a. Board Committees
 - i. Guidelines
 1. All Directors are expected to serve on at least one Board Committee.
 2. All Board Committees shall be composed of no less than three members, including;



- A. One Board Director; and
 - B. Where indicated below, one or two additional individuals from the broader Science Atlantic community.
3. The Committee shall elect a Chair as specified in 13.02.b. The term of office shall be two years, renewable, but shall cease when the Chair is no longer a Director of the Board.
 4. All Board Committees must meet at least twice per year.
 5. Any Board Committee making decisions on behalf of the Board must take minutes of their meetings. Board Committees shall make their meeting minutes available to the Board of Directors upon request.
 6. Quorum for Board Committee meetings shall be a simple majority of Committee members.
 7. All Board Committees shall present a report of their activities to the Board at least twice per year.
 8. Notice of Board Committee meetings shall be given seven days in advance of the meeting.
 9. Any Board Committee making decisions on behalf of the Board shall provide an official Board Committee meeting agenda to Committee members at least two days in advance of the meeting.
- ii. Executive Committee
1. The Executive Committee shall be a Standing Committee and shall be responsible for working with and advising the Executive Director on the operational priorities for the Corporation between Board Meetings and to make time-sensitive decisions on behalf of the Board when necessary.
 2. The Executive Committee shall be composed of;
 - A. the Chair of the Board, and
 - B. the Treasurer of the Board
 - C. the Chair-Elect or Past-Chair of the Board
- iii. Finance Committee
1. The Finance Committee shall be a Standing Committee and shall be responsible for advising the Board on all financial matters relating to Science Atlantic.



2. The Finance Committee shall be composed of;
 - A. the Treasurer, who shall serve as Chair;
 - B. the Executive Director; and
 - C. two or three Board Directors.

iv. Governance and Policy Committee

1. The Governance and Policy Committee shall be a Standing Committee and shall be responsible for advising the Board on all governance and policy matters relating to Science Atlantic, including but not limited to membership and policy matters.
2. The Governance and Policy Committee shall be composed of;
 - A. the Chair-Elect or Past Chair of the Board;
 - B. one or two Board Directors; and
 - C. one or two additional individuals identified by the Committee.

v. Human Resources Committee

1. The Human Resource Committee shall be a Standing Committee and shall be responsible for advising the Board on all Human Resource matters relating to Science Atlantic.
2. The Human Resources Committee shall be composed of;
 - A. the Chair of the Board;
 - B. one or two Board Directors; and
 - C. one or two additional individuals identified by the Committee.

b. Division Committees

i. Guidelines

The Corporation may establish discipline-specific or interdisciplinary academic Committees that carry out activities in support of its Mission but that do not need a Board Director in its composition.

1. All Division Committees shall be composed of no less than three committee members, including;
 - A. At most one individual affiliated with and selected by each Member Institution; and
 - B. Up to two individuals from the broader Science Atlantic community.



2. All Division Committees must meet at least once per year.
3. A Board Director or the Executive Director shall be welcome to attend any meetings of a Division Committee.
4. Division Committees have the ability to decide for themselves in their terms of reference whether to have formal agendas and minutes taken.
5. Quorum for Division Committee meetings shall be a simple majority of Division Committee members.
6. All Division Committees shall provide a written report of their activities to the Board at least one month prior to the Annual Members Meeting.
7. Notice of Division Committee meetings shall be given seven days in advance of the meeting.

c. Action Committees

i. Guidelines

The Corporation may establish other Committees that carry out activities in support of its Mission but that do not need a Board Director in its composition.

1. All Action Committees shall be composed of no less than three committee members, including;
 - A. At least one individual from a Member Institution; and
 - B. At least two individuals from the broader Science Atlantic community.
2. All Action Committees must meet at least once per year.
3. A Board Director or the Executive Director shall be welcome to attend any meetings of an Action Committee.
4. Action Committees have the ability to decide for themselves in their terms of reference whether to have formal agendas and minutes taken.
5. Quorum for Action Committee meetings shall be a simple majority of Action Committee members.
6. All Action Committees shall provide a written report of their activities to the Board at least one month prior to the Annual Members Meeting.



7. Notice of Action Committee meetings shall be given seven days in advance of the meeting.

Article 14. Appointment of Additional Officers

The Board may designate the offices of the Corporation, appoint Officers on an annual or more frequent basis, specify their duties, and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An Officer may, but need not be, a Director.

Article 15. Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict, or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are appointed, shall have the following duties and powers associated with their positions:

- a. **Chair of the Board** – The Chair of the Board shall be a Director. The Chair of the Board shall, when present, preside at all meetings of the Board of Directors and of the Members. The Chair shall have such other duties and powers as the Board may specify.
- b. **Chair Elect of the Board** – The Chair Elect of the Board, if one is to be appointed, shall be a Director. If the Chair of the Board is absent or is unable or refuses to act, the Chair Elect of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the Members. The Chair Elect shall have such other duties and powers as the Board may specify. The Chair Elect will succeed the Chair of the Board when that term concludes.
- c. **Past Chair** – If appointed, the Past Chair shall be a Director and shall have such powers and duties as the Board may specify.
- d. **Treasurer** – The Treasurer shall be a Director and shall have such powers and duties as the Board may specify.
- e. **Executive Director** – The Executive Director shall be the Chief Executive Officer of the Corporation and shall carry out functions delegated by the Board in accordance with an employment contract. The Executive Director shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.

The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.



Article 16. Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being elected,
- b. the Officer's resignation,
- c. such Officer ceasing to be a Director (if a necessary qualification of appointment), or
- d. such Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

Article 17. Discipline Powers of Board and Procedure

The Board shall have authority to suspend or expel any Director, Officer, or Committee 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; including the Membership Code of Conduct;
- 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, having regard to the purpose of the Corporation.

In the event that the Board determines that a Director, Officer, or Committee member should be expelled or suspended from membership in the Corporation; the Chair, or such other Officer as may be designated by the Board, shall provide 20 days notice of suspension or expulsion to the Director, Officer, or Committee member and shall provide reasons for the proposed suspension or expulsion. The Director, Officer, or Committee member may make written submissions to the Chair, or such other Officer as may be designated by the Board, in response to the notice received within such a 20 day period. In the event that no written submissions are received by the Chair, the Chair, or such other Officer as may be designated by the Board, may proceed to notify the Director, Officer, or Committee member that the Director, Officer, or Committee member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Director, Officer, or Committee 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 Director, Officer, or Committee member, without any further right of appeal.

Article 18. Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of Members or a meeting of the Board of Directors, to be given (which term includes sent, delivered, or served) pursuant to the Act, the articles, the by-laws or otherwise to a Member, Director, Officer, or member of a Committee or to the public accountant, 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 the case of 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; or
- 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 Governance and Policy Committee may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant or member of a Committee in accordance with any information believed by the Governance and Policy Committee to be reliable. The declaration by the Governance and Policy Committee 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 or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written, or printed.

Article 19. Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a Committee, or public accountant, or the non-receipt of any notice by any such person

By-laws of Science Atlantic (draft 2023 10 03)

Approved: Chair _____ Date _____



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 otherwise founded on such notice.

Article 20. Mediation and Arbitration

Disputes or controversies among Members, Directors, Officers, 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 section on dispute resolution mechanism of this by-law.

Article 21. Dispute Resolution Procedure

In the event that a dispute or controversy among Institutional Representatives, Directors, Officers, Committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of 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 Institutional Representatives, Directors, Officers, Committee members 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 lawsuit 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 the one party appoints one mediator, the other party (or if applicable the Board of the Corporation) appoints one mediator, and the two mediators so appointed shall jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the 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 that 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 shall not be subject to appeal on a question of fact, law or mixed fact and law.



Article 22. Succession Planning

Section 22.01 Vacancy of Office by a Director

In addition to any provision of law, the office of a Director shall be vacated if:

- a. a Director resigns in writing addressed to the Chair, in which event such Director's resignation takes effect immediately, unless stated otherwise, in which case in accordance with the terms on the written notice;
- b. a Director ceases to fulfil the qualification criteria;
- c. a Director misses three consecutive meetings, or more than five total meetings, of the Board (which, for the purposes of this section, shall include meetings of Committees of the Board) during one term of office, without the sanction of the Board; or
- d. a Director is convicted of any criminal offence.

Where there is a vacancy or vacancies on the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office.

Section 22.02 Filling a Vacancy on the Board

Vacancies on the Board, however caused, may so long as a quorum of the Board remains in office, be filled as follows:

- a. if there are no Directors elected in a general election, the Directors holding each such office immediately before the general election shall, to the extent they are available and capable, continue in their Director position until their successor is elected in the by-election; and
- b. any other vacancy or vacancies in the Board may be filled by the Directors by a ordinary resolution if they shall see fit to do so, otherwise such vacancy shall be filled at the next election; provided, however, if there is not a quorum of the Board, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy.

Section 22.03 Removal of Directors

The Members may by special resolution at a meeting of the Members, remove any Director before the expiration of their term of office for reasons including (but not limited to) violating the by-laws and policies of Science Atlantic. Notice of intention to pass such a motion must be given in accordance with the by-laws.

The Directors may, by special resolution at a meeting of the Board, remove any Director before the expiration of their term of office, for reasons including (but not limited to) violating the by-laws and policies of Science Atlantic. Notice of intention to pass such a motion must be given in accordance with the by-laws.

By-laws of Science Atlantic (draft 2023 10 03)

Approved: Chair _____ Date _____



Article 23. Executive Director Succession Plan

Section 23.01 Short-Term Absence or Incapacity of the Executive Director

In the short-term absence or incapacity of the Executive Director, the Board Chair or their designate will temporarily assume the responsibilities of the Executive Director as they relate to Science Atlantic.

Section .02 Long-Term Absence or Incapacity of the Executive Director

In the long-term absence or incapacity of the Executive Director, the Human Resources Committee will recruit, interview, and recommend an Interim Executive Director to the Board, or the Board may appoint another individual to act as interim Executive Director.

Section 23.03 Resignation or Removal of the Executive Director

In the event of the resignation or removal of the Executive Director, the Human Resources Committee will recruit and interview candidates for suitable successor. The Board may appoint another individual to act as interim Executive Director until a permanent Executive Director is found.

Article 24. By-laws and Effective Date

Section 24.01 Creation, Amendment or Repeal of By-law

- a. Subject to the articles, the Board of Directors 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.
- b. Notice of the creation, amendment, or repeal of by-laws shall be provided to all Members in written form pursuant to the section on method of giving any notice of these by-laws. A minimum of ten days' notice prior to the next Members' Meeting is required.
- c. 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.
- d. 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.



Section 24.02 Review of By-laws

By-laws will be reviewed no less than every three years by the Governance and Policy Committee and Executive Director.

Article 25. Dissolution

Upon dissolution of Science Atlantic, its assets, after payment of liabilities and expenses and such pro-rata refunds of dissolution-year membership fees as are appropriate, shall be transferred to one or more eligible donees.

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