

**Science Atlantic**  
**Notice of Motions**  
**April 7, 2015**

This Notice indicates the intention to put forward a series of motions at the Spring Science Atlantic Council meeting to be held April 24-25, 2015, at Acadia University, Wolfville, Nova Scotia. These motions come as a result of a review of Science Atlantic's governance structure and a decision to incorporate under the federal Not-for-Profit Corporations Act (2009).

**Motion 1: To adopt the proposed Articles of Incorporation** (pages 2-3 of this document)

Moved that the Articles of Incorporation be approved as circulated.

**Motion 2: To adopt the proposed bylaws** (pages 4-15 of this document)

Moved that the bylaws drafted in accordance with the Canada Not-for-Profit Corporations Act (2009) be approved and filed with Corporations Canada.

[Note: These bylaws do not negate previously approved policies:

<http://scienceatlantic.ca/about/constitutionandpolicies/>]

**Motion 3: To rescind the current Constitution**

(<http://scienceatlantic.ca/about/constitutionandpolicies/constitution/>)

Moved that the Constitution of Science Atlantic, approved April 24-25, 1981, and most recently amended April 29, 2011, be rescinded, and that the bylaws approved in Motion 2 be the governing charter for the organization.

**Motion 4: To empower an interim board of directors**

Moved that an interim board of directors be elected and empowered to manage the business of the organization until election of the Board of Directors at the November 2015 Members' meeting.



## (Proposed) Articles of Incorporation

1. **Corporate Name:** Science Atlantic/Science Atlantique
2. **Province or territory in Canada where the registered office is situated:** Nova Scotia
3. **Minimum and maximum number of directors:** 9 – 11
4. **Statement of purpose of the corporation:**
  - a. To promote communication and co-operation among university, government, and industrial scientists in the Region.
  - b. To assist students and scientists to participate in the scientific endeavours of the Region;
  - c. To increase awareness and encourage solution of problems in the Region that require scientific research;
  - d. To help co-ordinate the development of research and teaching in the sciences and applied sciences in the Region.

[Note: This statement of purpose comes from Article 3 of the Constitution]

5. **Restrictions on the activities that the corporation may carry on, if any:** None
6. **The classes, or regional or other groups, of members that the corporation is authorized to establish:**

The corporation is authorized to establish one class of members. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.
7. **Statement regarding the distribution of property remaining on liquidation:**

Any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act.



## **8. Additional provisions:**

The corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the corporation shall be used in furtherance of its purposes.

Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in performing his or her duties. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.

The directors may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of directors so appointed shall not exceed one-third (1/3) of the number of directors elected at the previous annual meeting of members.



## (Proposed) By-laws for Science Atlantic

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:

### 1. Definition

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;

"**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 and "**director**" means a member of the board. Directors are elected by the members and can include committee chairs or other persons as necessary;

"**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;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a special meeting of all members entitled to vote at an annual meeting of members;

"**members**" means the institutions that pay membership fees, represented by an Institutional Representative; only members can 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% 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 resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## **2. Interpretation**

In the interpretation of this by-law, 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.

## **3. Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the Board may from time to time direct the manner in which and 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.

## **4. Financial Year**

The financial year end of the Corporation shall be determined by resolution of members at the Annual Members' Meeting.

## **5. 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.



## **6. Membership Conditions**

- 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/Science Atlantique.
- b. 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.
- c. Membership is by application to, or invitation of the Board, and is subject to approval by members (as represented by institutional representatives) at the Annual Members' Meeting. The re-admission to membership of any institution whose membership has ceased under the provisions of 6b., above, 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).

## **7. 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.

## **8. 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, during a period of 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, as represented by their institutional representatives.



## 9. 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 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

## 10. 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 chairperson 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,
    - A. the meeting at which it is to be used,
    - B. 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
    - C. 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 the membership 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.

## **11. 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 the fiscal year the members in default shall automatically cease to be members of the Corporation.

## **12. Termination of Membership**

A membership in the Corporation is terminated when:

- a. a member institution is dissolved;



- b. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- c. the member resigns 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 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; or
- f. the Corporation is liquidated or dissolved under the Act.

### **13. 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.

### **14. 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.

### **15. 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.

### **16. 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, s/he will have no vote at the members' meeting, except as noted in article 20.

### **17. 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.

#### **18. 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.

#### **19. 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.

#### **20. 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.

#### **21. Makeup of Board and Number of Directors**

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

- i. one Chair;
- ii. one Chair Elect or Past Chair;
- iii. one Treasurer;
- iv. up to three directors from the institutional representatives;
- v. three directors from the standing committees, with at least two of these deriving from the discipline committees; and



vi. up to two other directors.

The board shall consist of a minimum of nine, and up to eleven, voting directors.

## **22. Term of Office of Directors**

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.

All remaining positions on the Board shall commence with the first election of directors following the approval of this by-law, one-third (1/3) directors shall be elected for a three-year term, one-third (1/3) directors shall be elected for a two-year term and one-third (1/3) directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for three-year (3) terms.

A committee chair who is elected as a director may continue as director for up to one year after the end of the term as committee chair.

## **23. 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 (2) directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one director, that director may call and constitute a meeting.

## **24. Notice of Meeting of Board of Directors**

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. 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. 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.



## **25. Regular Meetings Section**

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.

## **26. 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.

## **27. 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. Any committee member may be removed by resolution of the board of directors.

## **28. 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.

## **29. 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:

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.



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.

Past-Chair – If appointed, the past-chair shall be a director and shall have such powers and duties as the board may specify.

Treasurer – If appointed, the treasurer shall have such powers and duties as the board may specify.

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 board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

### **30. 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.

### **31. 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 of the board 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 secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant 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 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.

### **32. Invalidity of any Provisions of this By-law**

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

### **33. Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the 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 otherwise founded on such notice.



### **34. 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.

### **35. By-laws and Effective Date**

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. 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.

