

**CANADIAN MATHEMATICAL SOCIETY
BY-LAWS**

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NAME

BY-LAW NO. 1
A by-law relating generally
to the conduct of the affairs of the
**CANADIAN MATHEMATICAL SOCIETY -
SOCIÉTÉ MATHÉMATIQUE DU CANADA**
(hereinafter referred to as the "Corporation")

SECTION 1

DEFINITION AND INTERPRETATION

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

- a) "**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;
- b) "**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c) "**board**" means the Board of Directors of the Corporation;
- d) "**by-laws**" 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;
- e) "**Corporation**" means Canadian Mathematical Society in its English form and Société mathématique du Canada in its alternative French Form;
- f) "**director**" means a member of the board;
- g) "**member**" means an individual, group, corporation or entity that meets the requirements for membership and has applied for and has been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board;
- h) "**officer**" or "**officers**" means any one or more persons, respectively, who have been appointed as officers of the Corporation in accordance with the by-laws;
- i) "**ordinary resolution**" means a resolution passed by a majority of the votes cast on that resolution;
- j) "**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of the *Act*;
- k) "**Regulations**" means the regulations made under the *Act*, as amended, restated or in effect from time to time; and
- l) "**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 INTERPRETATION. In the interpretation of this by-law:

- a) words in the singular include the plural and vice-versa;
- b) words in one gender include all genders;
- c) "person" includes an individual, body corporate, partnership, trust and unincorporated organization; and
- d) "including" means including, without limitation.

- 2.01 STATEMENT OF INTENT.** The objective of the Corporation is to promote the advancement, discovery, learning, and application of mathematics.
- 2.02 CORPORATE SEAL.** The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the Corporate Secretary of the Corporation shall be the custodian of the seal.
- 2.03 REGISTERED OFFICE.** Unless changed in accordance with the *Act*, the head office of the Corporation shall be in the City of Ottawa, in the Province of Ontario.
- 2.05 EXECUTION OF DOCUMENTS.** Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be transacted by a director or directors, an officer or officers of the Corporation and/or other persons as the board may by resolution from time to time designate, direct or authorize.
- 2.06 FINANCIAL YEAR.** The financial year end of the Corporation shall be determined by the board.
- 2.07 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 the board 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 may by resolution from time to time designate, direct or authorize.
- 2.08 BORROWING POWERS.** The directors of the Corporation may, without authorization of the members:
- a) borrow money on the credit of the Corporation;
 - b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
 - c) give a guarantee on behalf of the Corporation; and
 - d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.
- 2.09 ANNUAL FINANCIAL STATEMENTS.** The Corporation may, instead of making copies of the annual financial statements and other documents referred to in the *Act* available to the members, publish a notice to its members stating that the annual financial statements and documents 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 or by prepaid mail.

SECTION 3

OFFICIAL LANGUAGES

3.01 OFFICIAL LANGUAGES. The official languages of the Corporation shall be English and French.

SECTION 4

MEMBERSHIP CONDITIONS

4.01 MEMBERSHIP CONDITIONS. Subject to the Articles, there shall be one (1) class of members in the Corporation. Membership in the Corporation shall be available only to entities interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

4.02 MEMBERSHIP DUES. The board may, by resolution from time to time, establish membership fees and/or dues and the manner in which fees and dues are to be administered and communicated to members.

4.03 TERMINATION OF MEMBERSHIP. A membership in the Corporation is terminated when:

- a) the member dies, or in the case of a member that is a corporation, the corporation is dissolved;
- b) the member fails to maintain any qualifications for membership as established by board resolution from time to time;
- c) the member resigns by delivering a written resignation to the Chair of the board in which case such resignation shall be effective on the date specified in the resignation;
- d) the member is expelled in accordance with any disciplinary regime that may be established by board resolution from time to time;
- e) the member's term of membership expires; or
- f) the Corporation is liquidated or dissolved under the *Act*.

4.04 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.

4.05 DISCIPLINE OF MEMBERS. The board shall have authority to suspend or expel any member from the Corporation for any reason, including 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; and
- 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.

4.06 EXPULSION OR SUSPENSION. In the event that the board determines that a 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 twenty (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 Chair, or such other officer as may be designated by the board, in response to the notice received within such twenty (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 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 will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (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.

4.07 MEMBERSHIP TRANSFERABILITY. A membership may only be transferred to the Corporation.

SECTION 5

MEETINGS OF MEMBERS

5.01 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 the following means:

- a) by mail, courier or personal delivery to each member entitled to vote at the meeting, not less than 21 and not more than 60 days before the day on which the meeting is to be held; or
- by telephonic, electronic or other communication facility to each member entitled to vote
- b) at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

5.02 ANNUAL GENERAL MEETING. The Annual General Meeting (AGM) of members shall be held at such time and at such place as the board may from time to time determine for the transaction of such business as may be brought forward.

- 5.03 MEMBERS CALLING A MEMBERS' MEETING.** The board shall call a special meeting of members in accordance with 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.
- 5.04 ABSENTEE VOTING AT MEMBERS' MEETINGS.** Pursuant to the *Act*, the board may, in its sole and absolute discretion, on a case-by-case basis, permit a member entitled to vote at a meeting of members to vote in advance of a meeting by means of a telephonic, electronic or other communication facility, if the Corporation has a system that:
- a) enables the votes to be gathered in a manner that permits their subsequent verification; and
 - b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.
- 5.05 PROPOSALS NOMINATING DIRECTORS AT ANNUAL MEMBERS' MEETINGS.** Subject to the Regulations under the *Act*, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.
- 5.06 COST OF PUBLISHING PROPOSALS FOR ANNUAL MEMBERS' MEETINGS.** The member who submitted the proposal shall pay the cost of including the proposal 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.
- 5.07 PLACE OF MEMBERS' MEETING.** Subject to compliance with the *Act*, meetings of the members may be held at any place determined by the board.
- 5.08 PERSONS ENTITLED TO BE PRESENT AT MEMBERS' MEETINGS.** Members, non-members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. 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.
- 5.09 CHAIR OF MEMBERS' MEETINGS.** In the event that the Chair or an officer delegated by the Chair is absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.
- 5.10 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 30 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.

5.11 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, in addition to an original vote, shall have a second or casting vote.

5.12 PARTICIPATION BY ELECTRONIC MEANS AT MEMBERS' MEETINGS. At the sole and absolute discretion of the board, the board may, as the case may be, permit participation by electronic means at members' meetings, such that:

- a) 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*;
- b) A person participating in a meeting by such means is deemed to be present at the meeting; and

- Notwithstanding any other provision of this by-law, any person participating in a meeting of
- c) 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.

5.13 MEMBERS' MEETING HELD ENTIRELY BY ELECTRONIC MEANS. At the sole and absolute discretion of the board, if the directors or members of the Corporation call a meeting of members pursuant to the *Act*, the board, 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.

SECTION 6

BOARD OF DIRECTORS

6.01 DUTIES OF DIRECTORS. The board shall manage the activities and affairs of the Corporation.

6.02 NUMBER OF DIRECTORS. The board shall consist of more than three (3) and less than thirty-four (34) directors or as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board.

- 6.03 ELECTION OF DIRECTORS.** Directors shall be elected by the members at the first meeting of members as at or after the effective date of these by-laws and at each succeeding Annual General Meeting (AGM) at which an election of directors is required.
- a) The election of directors shall be by resolution at a meeting of members.
 - b) Some directors may be designated, including regionally, representationally, and/or functionally (including as an officer), and for a stated term, as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the designation, by resolution of the board.
- 6.04 DIRECTOR APPOINTMENTS.** The directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual general meeting of members, but, the total number of directors appointed may not exceed one-third (1/3) of the number of directors elected at the previous AGM.
- 6.05 TERM OF OFFICE OF DIRECTORS.** The directors shall be elected to hold office for a term expiring not later than the close of the fourth (4th) AGM of members following the election. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.
- 6.06 VACATION OF OFFICE.** The office of director shall be automatically vacated:
- a) if a director resigns by delivering a written resignation to the Corporate Secretary of the Corporation;
 - b) if the director is found by a court to be of unsound mind;
 - c) if the director becomes bankrupt or suspends payment or compounds with such director's creditors;
 - d) if at a meeting of members an ordinary resolution is passed by the members present at the meeting that the director be removed from office;
 - e) on death; and
 - f) the director is removed from office in accordance with any disciplinary regime that may be established by board resolution from time to time.
- 6.07 FILLING VACANCIES.** Subject to the *Act*, a quorum of the board may fill a vacancy in the board, except a vacancy resulting from:
- a) an increase in the number or the minimum or maximum number of directors; or
 - b) from a failure of the members to elect the number or minimum number of directors required by the articles.
- 6.08 SPECIAL MEETING OF MEMBERS TO FILL VACANCIES.** In the absence of a quorum of the board, or if the vacancy has arisen from a failure of the members to elect the minimum number of

directors provided for in the articles, the board then in office shall without delay call a special meeting of members to fill the vacancy. If the board fails to call such meeting or if there are no directors then in office, any member may call the meeting.

- 6.09 CALLING OF MEETINGS OF BOARD OF DIRECTORS.** Meetings of the board may be called by the Chair or another officer delegated by the Chair or any two (2) directors at any time.
- 6.10 LOCATION OF MEETING OF BOARD OF DIRECTORS.** Meetings of the board may be held at any time and place within or outside of Canada to be determined by the directors.
- 6.11 PARTICIPATING IN MEETINGS BY ELECTRONIC MEANS.** If a majority of the directors consent thereto, a director may participate in a meeting of the board or a committee of the board by means of such conference telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other and a director participating in a meeting by such means shall be deemed to be present at the meeting.
- 6.12 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 as prescribed by a resolution of the board. A notice of meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the *Act* requires such purpose or business to be specified, including any proposal to:
- a) submit to the members any question or matter requiring the approval of members;
 - b) fill a vacancy among the directors or in the office of public accountant or appoint additional directors;
 - c) issue debt obligations except as authorized by the directors;
 - d) approve any annual financial statements;
 - e) adopt, amend or repeal by-laws; or
 - f) establish contributions to be made, or dues to be paid by members.
- 6.13 FIRST MEETING OF NEW BOARD.** Notwithstanding the foregoing, provided a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.
- 6.14 QUORUM AT MEETINGS OF THE BOARD OF DIRECTORS.** A majority of the directors in office from time to time shall constitute a quorum at any meeting of the board.
- 6.15 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.

6.16 COMMITTEES OF THE BOARD OF DIRECTORS. The board may from time to time establish any committee or other body (including advisory bodies, councils, subject divisions, and chapters), 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.

SECTION 7

OFFICERS OF THE CORPORATION

7.01 APPOINTMENT OF OFFICERS. Unless otherwise specified by the board, the board may, subject to the *Act*, establish, modify, restrict or supplement such duties and powers, the officers of the Corporation, which, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a) **CHAIR:** The Chair shall be a director and shall, when present, preside at all meetings of the Board of Directors and of the members and shall have such other duties and powers as the board may specify by resolution;
- b) **CORPORATE SECRETARY:** The Corporate Secretary, if appointed, who need not be a director, shall attend and be the secretary of all meetings of the board and members, and shall have such other duties and powers as the board may specify by resolution;
- c) **TREASURER:** The Treasurer, if appointed, who need not be a director, shall have such powers and duties as the board may specify by resolution; and
- d) **OTHER OFFICERS.** Other officers, if appointed (including Vice-Chair, President, Past-President, President Elect, and Vice-President) shall be directors and their powers and duties shall be such as the terms of their engagement call for or the board requires of them.

7.02 CHANGING POWERS AND DUTIES. The board may, from time to time and subject to the *Act*, vary, add to or limit the powers and duties of any officer.

7.03 CONTINUANCE: An officer shall hold office until the earlier of:

- a) the officer's successor is appointed;
- b) the officer's resignation;
- c) such officer ceases to be a director (if a necessary qualification of appointment); or
- d) such officer's death.

7.04 REMOVAL. 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.

7.05 APPOINTMENT. 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.

SECTION 8

REMUNERATION OF DIRECTORS AND OFFICERS

8.01 REMUNERATION. The directors and officers of the Corporation shall not be remunerated for their services.

SECTION 9

INDEMNIFICATION OF DIRECTORS AND OFFICERS AND OTHERS

9.01 INDEMNIFICATION. Every director or officer of the Corporation, employee of the Corporation, or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall, so long as they have acted honestly and in good faith, from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

- a) all costs, charges and expenses which such director, officer or other person sustains or incurs as a result of going about their duties or in or about any action, suit or proceeding which is brought, commenced or prosecuted against such director, officer or other person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such director, officer or other person, in or about the execution of the duties of such director's, officer's or other person's office or in respect of any such liability; and
- b) all other costs, charges and expenses which a director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such director's, officer's or other person's own willful neglect or default.

SECTION 10

NOTICE

10.01 METHOD OF GIVING ANY NOTICE. Any notice (which term includes, without limitation, any communication or document or other information) to be given (which term includes, without limitation, sent, delivered, received 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 the *Act*; or
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
 - c) if communicated 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 the *Act*.

10.02 DEEMED NOTICE. 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 Corporate 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 Corporate Secretary to be reliable. The declaration by the Corporate 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.

SECTION 11

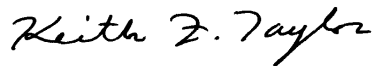
GENERAL

- 11.01 DISPUTE RESOLUTION.** Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are to be resolved in accordance with any mediation and/or arbitration processes as may be determined by the board.
- 11.02 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.
- 11.03 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.
- 11.04 BY-LAWS AND EFFECTIVE DATE.** Subject to matters requiring a special resolution, this by-law shall be effective when approved by the board.

11.05 REPEAL OF PRIOR BY-LAWS. All previous by-laws of the Corporation are repealed as of the coming into force of this by-law. Such repeal shall not affect the previous operation of the previous by-laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to its repeal.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 6th day of June, 2014, and confirmed by the members of the Corporation by special resolution on the 8th day of June, 2014.

Dated as of the 8th day of June, 2014.



Chair / Président



Corporate Secretary / Secrétaire général