

This is the revised By-Law No. 1 (2026) that reflects the new structure.

- Sections 3, 4, 5, 8, 9, and 10 are inserted exactly as in 2014 (no bold).
- All governance modernization (Sections 1, 2, 6, 7, 11) is integrated and **in red**.

Sources: 2014 By-law and 2026 Executive Board Charter

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## **CANADIAN MATHEMATICAL SOCIETY**

### **BY-LAW NO. 1 (2026)**

A by-law relating generally to the conduct of the affairs of the Canadian Mathematical Society / Société mathématique du Canada (the “Corporation”)

## **SECTION 1 — DEFINITION AND INTERPRETATION**

### **1.01 DEFINITIONS**

In this by-law, 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) **“Executive Board” or “board” means the board of directors of the Corporation;**
- d) “by-laws” means this by-law and any other by-law of **the Corporation;**
- e) “Corporation” means Canadian Mathematical Society / Société mathématique du Canada;
- f) **“director” means a member of the Executive Board;**
- g) “member” means a member of the Corporation;
- h) “officer” means an officer of the Corporation;
- i) “ordinary resolution” means a majority of the votes cast;

j) “special resolution” not less than two-thirds (2/3) of the votes cast.

## **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.

## **SECTION 2 — BUSINESS OF THE CORPORATION**

- 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.
- 2.04 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.
- 2.05 FINANCIAL YEAR.** The financial year end of the Corporation shall be determined by the board.
- 2.06 BANKING.** 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.
- 2.07 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.

**2.08 ANNUAL FINANCIAL STATEMENTS.** The Corporation shall make annual financial statements available to members in accordance with the Act, including by electronic means where permitted.

### **SECTION 3 — OFFICIAL LANGUAGES**

**3.01** The official languages of the Corporation are 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 may suspend or expel a member in accordance with a fair and reasonable process that includes notice of the reasons and an opportunity to make written submissions.

**4.06 GROUNDS FOR DISCIPLINE.** A member may be suspended or expelled from membership for one or more of the following grounds:

a) violating any provision of the Articles, By-laws, or policies of the Corporation;

(b) carrying out any conduct which may be detrimental to the Corporation as determined in the reasonable discretion of the Board;

c) for any other reason that the Board, acting reasonably and in good faith, considers to be just and sufficient having regard to the purposes of the Corporation.

**4.07 AUTHORITY.** The Board of Directors shall have the authority to suspend or expel a member by resolution passed by at least two-thirds (2/3) of the Directors present at a meeting duly called for that purpose.

**4.08 NOTICE TO MEMBER.** Before any disciplinary action is taken, the member shall be given:

a) written notice of the proposed suspension or expulsion and the reasons for it; and

b) at least twenty (20) days' notice to submit a written response to the Board.

- 4.09 RIGHT TO BE HEARD.** The member shall have the opportunity to be heard, either orally or in writing, at the discretion of the Board, before the final decision is made.
- 4.10 DECISION.** The Board shall consider the member's submissions and shall render a written decision within twenty (20) days after receiving them, or after the expiry of the period for submitting a response if no submissions are received. The decision shall set out the reasons for the Board's determination. The decision of the Board shall be final and binding on the member, subject to the member's right to apply to a court under the *Act*, including pursuant to section 253 (oppression remedy) of the *Act*.
- 4.11 EFFECT OF SUSPENSION.** A suspended member shall not be entitled to exercise any rights of membership during the period of suspension.
- 4.12 NO REFUND.** No membership fees or dues shall be refunded to a member who is suspended or expelled.

## **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
  - b) 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.
- 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 no less than 5% of the total number of members 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.** If the board determines that a vote shall be conducted by online means, all members shall be entitled to use such means to vote during the period of time determined for the vote. In the event that the board determines that a vote shall take place in person, then those members unable to vote at such meeting in person shall be entitled to vote by means of appointment of a proxy.

**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 attending in person or virtually are 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.** Every question shall be determined by a majority of votes cast. In the case of a tie vote, the chair shall not have a second or casting vote, and the motion fails.

**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
- c) 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.

**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 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 — EXECUTIVE BOARD OF DIRECTORS**

- 6.01 GOVERNING AUTHORITY.** The Executive Board shall manage the activities and affairs of the Corporation and shall exercise all powers of the Corporation except those powers that are reserved to the members by the *Act*, the Articles or these by-laws.
- 6.02 COMPOSITION OF THE EXECUTIVE BOARD.** The Executive Board shall be composed of not fewer than nine (9) and not more than eleven (11) directors.
- 6.03 ELECTION OF DIRECTORS.** Directors shall be elected at each AGM in accordance with the *Act*.
- 6.04 TERM OF OFFICE.** Directors serve three (3) year staggered terms and may be re-elected.
- 6.05 VACANCIES.** Vacancies may be filled by the remaining directors until the next meeting of members.
- 6.06 REMOVAL.** Members may remove a director by ordinary resolution at a special meeting of members convened specifically for such removal in accordance with the *Act*.
- 6.07 MEETINGS OF THE BOARD.** Quorum is a majority of directors. Notice, voting, electronic participation, and procedure shall comply with the *Act*.
- 6.08 CONFLICT OF INTEREST.** Directors shall disclose conflicts and refrain from voting in accordance with the *Act*.
- 6.09 DELEGATION TO THE CHIEF EXECUTIVE OFFICER.** The Executive Board may delegate operational and administrative authority to the Chief Executive Officer in accordance with the Executive Board Charter and any policies adopted by the Executive Board provided that, at all times, the Executive Board remains responsible under the *Act* for the operations of the Corporation.
- 6.10 COUNCIL AND COMMITTEES.** The Executive Board may establish a Council and committees whose mandates are governed by specific charters, subject to these by-laws.

**6.10 MEETINGS AND PROCEDURE.** Meetings of the Executive Board, quorum, voting, participation by electronic means, notice, records of meetings, and rules of procedure shall be governed by the Executive Board Charter.

## **SECTION 7 — OFFICERS OF THE CORPORATION**

**7.01 OFFICERS.** The officers of the Corporation shall be the President, the Treasurer, the Secretary, and either the President-Elect or immediate Past-President, depending on which is currently a sitting director.

**7.02 ELECTED OFFICERS.** The President, President-Elect and Treasurer are positions elected by the membership. If there is not a President-Elect, the immediate Past President will be an officer.

**7.03 SECRETARY.** The Secretary shall be appointed from among the directors. The Chief Executive Officer shall act as Corporate Secretary for administrative purposes.

## **SECTION 8 — REMUNERATION OF DIRECTORS AND OFFICERS**

**8.01** The directors and officers of the Corporation shall not be remunerated for their services **but may be reimbursed for reasonable expenses.**

## **SECTION 9 — INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS**

**9.01** Subject to the Act, the Corporation shall indemnify a present or former director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity, if:

- a) the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted at the Corporation's request; and
- b) in the case of a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the conduct in respect of which the proceeding was brought was lawful.

The Corporation may advance moneys to such an individual for the costs, charges and expenses of a proceeding referred to above, provided that the individual shall repay the moneys if the individual does not fulfil the conditions set out in paragraphs (a) and (b) above. The Corporation may also purchase and maintain insurance for the benefit of any such individual against any liability incurred in their capacity as a director or officer of the Corporation or of another entity at the Corporation's request.

## **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 imitation, 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. Notice by personal delivery, mail, or electronic means. Deemed notice rules unchanged.

## **SECTION 11 — GENERAL**

**11.01 DISPUTE RESOLUTION.** The board may establish internal dispute resolution processes, provided nothing limits the right of a person to apply to a court under the Act.

**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.** Any by-law, or amendment or repeal of any by-law, made by the board pursuant to section 154 of the Act shall be effective from the date of the resolution of the directors until the next meeting of members, at which time it shall be submitted to the members. If confirmed or confirmed as amended by ordinary resolution of the members, the by-law, amendment or repeal shall remain effective in the form confirmed. If not submitted to the members at the next meeting of members, or if rejected by the members at that meeting, the by-law, amendment or repeal shall cease to have effect from the date of that meeting. This section does not apply to a by-law that requires a special resolution of the members pursuant to subsection 197(1) of the Act, which shall only be effective when confirmed by special resolution of the members.

**11.05 CHARTERS.** Charters are binding subject to these by-laws and the Act.

**11.06 REPEAL OF PRIOR BY-LAWS.** All previous by-laws of the Corporation are repealed.

**CERTIFIED** to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the xxth day of June, 2026, and confirmed by the members of the Corporation by special resolution on the xxth day of June, 2026.

Dated as of the xxth day of June, 2026.

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Chair / Président

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Corporate Secretary / Secrétaire général