

Canadian Nuclear Society/Société Nucléaire Canadienne

Proposed “Objects” and “By-Law” 2001 June

OBJECTS

(to be in application - to become “objects” in “Letters Patent”)

1. to act as a forum for the exchange of information relating to nuclear science and technology;
2. to foster the development and beneficial utilization of nuclear science and technology for peaceful uses;
3. to encourage education in, and knowledge about, nuclear science and technology;
4. to enhance the professional and technical capabilities of those involved in nuclear science and technology in the Canadian context.

CANADIAN NUCLEAR SOCIETY/SOCIÉTÉ NUCLÉAIRE CANADIENNE

BY-LAW NO. 1

A By-Law relating generally to the transaction of the business and affairs of the Canadian Nuclear Society / Société Nucléaire Canadienne.

CONTENTS

1.	Interpretation	13.	General Meetings of Members
2.	Name	14.	Minutes of Meetings
3.	Seal	15.	Voting of Members
4.	Membership	16.	Financial Year
5.	Head Office	17.	Committees
6.	Council (Board of Directors)	18.	Divisions
7.	Indemnity	19.	Branches
8.	Powers of Council	20.	Amendment of By-Laws
9.	Officers	21.	Auditors
10.	Executive Committee	22.	Books and Records
11.	Duties of Officers	23.	Dissolution
12.	Execution of Documents	24.	Effective Date

BE IT ENACTED as a By-Law of the *Canadian Nuclear Society / Société Nucléaire Canadienne* as follows:

1. Interpretation

1. In this By-Law and in all other By-Laws and resolutions of the *Canadian Nuclear Society / Société Nucléaire Canadienne*, unless the context requires otherwise:
 - (a) “Society” shall mean the corporation of the Canadian Nuclear Society / Société Nucléaire Canadienne
 - (b) “Council” shall mean the “board of directors” of the Canadian Nuclear Society / Société Nucléaire Canadienne

2. Name

The name of the Corporation shall be: **Canadian Nuclear Society / Société Nucléaire Canadienne**, herein afterwards referred to as the “**Society**”.

3. Seal

The seal of the Society shall be in such form as the Council of the Society may adopt from time to time by resolution and until changed in the manner aforesaid, shall be in the form of which an impression appears at the end of this By-Law.

4. Membership

- (a) Membership in the Society is open to any person or institution supporting the Objects of the Society as determined by Council in its sole discretion. Each applicant for membership shall submit to Council an application together with such fees, if any, as may be prescribed from time to time by resolution of Council.
- (b) There shall be two classes of membership in the Society, “members” and “associate members”. Members may have the additional designation of: “Charter”, “Regular”, “Student”, “Retired”, or otherwise as Council may decide from time to time, but all shall have equal rights and obligations, including the right to vote. Associate members shall be educational or research institutions or libraries. Associate members shall not have voting rights but shall be eligible to receive all publications and services offered by the Society.
- (c) Council may, by resolution, create other classes of members, as may be deemed appropriate, subject to such terms, conditions, rights, privileges and obligations as may be prescribed.
- (d) The fees or dues, if any, for membership in the Society, and any other or further assessments shall be as determined from time to time by resolution of Council.
- (e) To remain a member in good standing and be eligible to vote, an individual member must renew membership annually and pay the fee set by Council by the date set by Council.
- (f) Membership in the Society is not transferable and lapses and ceases to exist if the member ceases to be in good standing (as per article 4(e)) or:
 - (i) upon the death of the member;
 - (ii) if the member resigns as a member by notice in writing addressed to the Secretary of the Society (such resignation then becoming effective upon receipt of this notice by the Secretary, unless otherwise provided therein); or
 - (iii) upon the passing of a resolution by at least two-thirds (2/3) of the votes cast at a meeting of Council members, acting reasonably under the circumstances and with legitimate cause.

- (g) Any individual whose membership has ceased or has been otherwise terminated for any reason whatsoever shall be entitled to re-apply for membership in the Society if otherwise qualified in accordance with the provisions of the By-Laws of the Society.

5. Head Office

The Head Office of the Society shall be located in the province of Ontario, in the city of Toronto or environs. Council may from time to time by resolution fix the street address location of the head office of the Society with the location designated as such by the letters patent of the Society or by special resolution of the Society.

6. Council (Board of Directors)

- (a) The applicants for incorporation shall become the first directors of the Society, whose term of office shall continue until their successors are elected.
- (b) The business of the Society shall be directed by a Council which shall act as its Board of Directors.
- (c) The elected members of Council shall number from twelve (12) to twenty-five (25). The determination of the exact number of elected Council members shall be made by resolution from time to time by Council. Each elected member of Council shall have one vote. The President of the Canadian Nuclear Association shall be a voting ex-officio member of Council and shall have one vote. The voting members of Council may appoint non-voting ex-officio members to Council.
- (d) The elected members of Council shall be elected each year at the Annual General Meeting of the Society, with the exception of the outgoing President and first Vice-President, who automatically (without re-election) become respectively the Past President and President for the next term of Council. Every Council member shall be eighteen (18) or more years of age, and shall be an individual member in good standing of the Society.
- (e) The term of office of an elected or appointed Council member shall be from the date of the meeting at which the Council member is elected or appointed until the conclusion of the next Annual General Meeting, or until the office of the Council member is vacated according to article 6(h), if this occurs earlier.
- (f) The election of Council members need not be by ballot unless a ballot is demanded. With the exception, noted in article 6(d), of the current President and first Vice-President, all elected Council members shall retire at the Annual General Meeting at which the next Council is elected, but each such retiring Council member shall be eligible for re-election. A retiring Council member shall retain office until the termination of the meeting at which the Council's successor is elected, unless such meeting was called for the purpose of removing the Council member from office (as per article 6(h)(vii)), in which case the Council member so removed shall vacate office forthwith upon the passing of the resolution for the Council member's removal.
- (g) A Council member wishing to resign from Council shall submit a letter of resignation in writing to Council and/or to the President. Such Council member shall remain in office until the dissolution of the meeting at which the Council member's resignation is accepted.
- (h) The office of a Council member shall be vacated:
 - (i) if the member has resigned pursuant to the terms of the Society's By-Laws;
 - (ii) if the member is found by a court to be of unsound mind or mentally incompetent;
 - (iii) if the member becomes bankrupt or suspends payment or compounds with the member's creditors or makes an authorized assignment or is declared insolvent;

- (iv) if the member is convicted of a criminal offence;
 - (v) if the member ceases to be a member of the Society;
 - (vi) if the member dies; or
 - (vii) if at a special general meeting of the members of the Society, a resolution is passed by two-thirds (2/3) of the voting members at said meeting that the member be removed from office.
- (i) Six (6) voting members of Council shall constitute a quorum for meetings of Council. Save and except for non-voting ex-officio directors, each Council member shall have one vote. Questions arising at any meeting of Council shall be decided by a majority of votes. In the event of an equality of votes, the President shall have a second or deciding vote, or in the President's absence, the first Vice-President, or in the first Vice-President's absence, the second Vice-President, or in the second Vice-President's absence, whoever is voted amongst the quorum as chairperson of the meeting.
 - (j) So long as a quorum of voting Council members remains in office, the voting members of Council may appoint a member in good standing of the Society to fill a vacancy on Council. If the appointee fills a vacancy of a voting member that appointee shall be a voting member of Council and shall serve until the next Annual General Meeting or until the position is vacated according to article 6(h).
 - (k) Meetings of Council may be held at any place and time as determined by Council. There shall be at least two (2) meetings of Council per year. Each voting member of Council shall have one vote.

Council members may from time to time by resolution determine to hold regular meetings of Council and shall by such resolution fix the dates and times of such regular meetings, so long as notice of said meetings is provided 48 hours before the day of the meeting; provided always that meetings of Council may be held at any time without formal notice if all Council members are present or those absent have waived notice or have signified their consent to the meeting being held in their absence in writing or by telegraph, telex, cable message or any electronic means capable of producing hard copies, addressed to the Secretary.

If a meeting of Council is to be held immediately (e.g., the same or next day) after the election of Council members or the appointment of new Council members to fill vacancies on Council, no notice of such meeting shall be necessary to the newly elected or appointed Council member(s) in order to constitute the meeting, provided a quorum of Council is present.

- (l) Provided that appropriate notice has been given in accordance with the terms of the Society's By-Laws, a meeting of Council may be held by means of such telephone, electronic or other communication facilities as are available to the members of Council if:
 - (i) a quorum of Council members participate in the said meeting; and
 - (ii) all Council members participating in the said meeting may each simultaneously and instantaneously hear and speak to all other participating Council members;

Council members participating in such meeting by such means shall be deemed for the purposes of the By-Laws of the Society and for the purposes of its governing legislation to be present at the Council meeting.

- (m) Between meetings of Council, Council may conduct business and reach decisions by means of such telephone, electronic or other communication facilities as permit all Council members to communicate with each other and to vote. Decisions so taken shall be recorded by the Secretary or another member of council on behalf of the Secretary and shall be confirmed at the next meeting of Council.

- (n) If any irregularity in a Council meeting or in the notice thereof is discovered after the fact, Council shall vote on whether to waive the irregularity or rectify it.
- (o) Council members shall serve without remuneration and shall not receive directly or indirectly any profit from their position, provided that Council members may be reimbursed reasonable expenses incurred in the performance of their duties .
- (p) Nothing herein contained shall be construed to preclude any Council member from serving the Society as an officer or in any other capacity and receiving compensation therefor.
- (q) If any member of Council or officer shall be employed by or shall perform services for the Society otherwise than as a member of Council or officer, or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Society, the fact of being a member of Council of the Society shall not disentitle such director or officer of such firm or company, as the case may be, from receiving proper remuneration for such services.

7. Indemnity

- (a) Every member of Council or other person who has undertaken or is about to undertake any liability on behalf of the Society shall be indemnified and saved harmless out of the funds of the Society, from and against all costs, charges and expenses which such person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against such person or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such person in or about the execution of the duties of office or in respect of any such liability.
- (b) Council members shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done, or entered into in the name or on behalf of the Society, except such as shall have been submitted to and authorized or approved by Council.

8. Powers of Council

- (a) Council shall administer the affairs of the Society in all things and make or cause to be made any kind of contract which the Society may lawfully enter into and may exercise all such other powers and do such other acts as the Society is by charter or otherwise authorized to exercise and do.
- (b) Council shall see that all necessary books and records of the Society required by the By-Laws or by any applicable statute or law are regularly and properly kept.
- (c) Council may prescribe such reasonable rules and regulations, so long as they are not inconsistent with the Society's By-Laws, relating to the management and operation of the Society, as it deems expedient.
- (d) Council shall have the power to authorize expenditures on behalf of the Society and may delegate, by resolution, the right to employ and pay salaries to employees.
- (e) Council may appoint such agents and engage such employees as it shall deem necessary and such person shall have such authority and perform such duties as shall be prescribed by Council in writing from time to time. A reasonable remuneration for such agents and employees shall be fixed by Council by resolution.
- (f) Council shall have the power to create a trust fund in which the capital and interest may be made available for the interests of the Society in accordance with such terms as Council may prescribe.
- (g) Council shall take such steps as it deems necessary to enable the Society to acquire or accept gifts, bequests, donations of any kind for the purpose of furthering the objects of the Society.

9. Officers

- (a) The following voting members of Council shall be officers of the Society: President, first Vice-President, second Vice-President, Secretary, Treasurer.
- (b) The first and second Vice-Presidents, the Secretary and the Treasurer shall be elected at the Annual General Meeting.
- (c) The first Vice-President shall also be designated President Elect and shall assume the position of President at the succeeding Annual General Meeting.
- (d) Council may from time to time appoint one or more assistants to any officer and such other officers and agents as it shall deem necessary, who shall have such authority and shall perform such duties as shall from time to time be prescribed by Council.
- (e) If the office of President, Secretary or Treasurer, or of any other officer, shall be or become vacant by reason of death, resignation, disqualification or otherwise, the remaining members of Council may, by resolution, elect or appoint another qualified person to fill such vacancy.

10. Executive Committee

- (a) There shall be an Executive Committee, whose members shall be composed of: President, Vice-Presidents, Secretary, Treasurer, Past-President, and such other members of Council as may be designated by Council from time to time. The Executive Committee shall exercise such powers as are authorized by Council.
- (b) Three (3) members of the Executive Committee shall constitute a quorum.
- (c) A member of the Executive Committee shall cease to be a member of the Executive Committee upon ceasing to be a member of Council. The President may fill vacancies on the Executive Committee by appointing one of the other members of Council. Any appointed member of the Executive Committee may be removed or replaced at any time by Council. If and when a vacancy shall exist on the Executive Committee, the remaining members may exercise all its power so long as a quorum remains in office. Subject to the foregoing, each member of the Executive Committee shall hold office as such until the next Annual General Meeting.
- (d) The Executive Committee, during intervals between meetings of Council, shall have all powers of Council in respect of the management and direction of the business and affairs of the Society save and except for the following:
 - (i) the right to fill a vacancy on Council or in the office of auditors;
 - (ii) the right to approve the financial statements; and
 - (iii) the right to adopt, amend or repeal By-Laws.

The authority of the Executive Committee is further restricted in that it shall not act in contravention of any specific directions given to it by Council.

All decisions of the Executive Committee shall be brought before the next meeting of Council for ratification.

- (e) The President of the Society, or in the absence of the President, the first Vice-President, shall chair meetings of the Executive Committee.
- (f) The time and venue of meetings of the Executive Committee shall be determined by the Executive Committee. The Executive Committee shall keep minutes of its meetings in which shall be recorded all actions taken by it, copies of which minutes shall be sent as soon as practicable to every Council member.

- (g) A meeting of the Executive Committee may be held by means of such telephone, electronic or other communication facilities as are available to the members of the Executive Committee, provided that
 - (i) a quorum of Executive Committee members participate in the said meeting; and
 - (ii) all Executive Committee members participating in the said meeting may each simultaneously and instantaneously hear and speak to all other participating members.

Executive Committee members participating in such meeting by such means shall be deemed for the purposes of the By-Laws of the Society and for the purposes of its governing legislation to be present at the Executive Committee meeting.

- (h) Between meetings of the Executive Committee, the Executive Committee may conduct business and reach decisions by means of such telephone, electronic or other communication facilities as permit all members of the Executive Committee to communicate with each other. Decisions so taken shall be recorded by the Secretary or another member of the Executive Committee on behalf of the Secretary and shall be confirmed at the next meeting of the Executive Committee or of Council, whichever occurs first.

11. Duties of Officers

- (a) The President is the chief Executive Officer of the Society. The President shall preside at all meetings of the Society and of Council and shall carry primary responsibility for the general management of the affairs of the Society. The President shall see that all orders and resolutions of Council are put into effect.
- (b) The first Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The second Vice-President shall, in the absence or disability of the first Vice-President, perform the duties and exercise the powers of the first Vice-President.
- (c) The first and second Vice-Presidents shall assume such duties and responsibilities as may be assigned by Council or the President from time to time.
- (d) The Treasurer shall have custody of the funds and securities of the Society and shall keep, or have kept, accurate accounts of all assets, liabilities, receipts and disbursements of the Society in books belonging to the Society, and shall deposit or have deposited all monies, securities and valuable effects in the name and to the credit of the Society as may be designated by Council from time to time. The Treasurer shall disburse the funds of the Society as may be directed by Council or the Executive Committee, taking proper vouchers for such disbursements, and shall render to Council or the Executive Committee, as they require, an accounting of all transactions and a statement of the financial position of the Society. Before the end of each fiscal year the Treasurer shall submit a draft budget to Council for the next fiscal year, for the review, adjustment, and approval of Council.
- (e) The Secretary shall give or cause to be given notice for all meetings of Council or of members and of any committee of Council, when directed to do so, and shall act as clerk of all Annual General Meetings or of special general meetings of the members of the Society and all meetings of Council or the Executive Committee and record minutes of all proceedings, including all votes. The Secretary shall be the custodian of the seal of the Society and, subject to the direction of Council, of all books, papers, records, correspondence, contracts and other documents belonging to the Society, which the Secretary shall deliver up only when authorized by Council and only to such person or persons as may be designated by Council. The Secretary shall sign such contracts, documents or instruments in writing as require the Secretary's signature and shall have such other powers and duties as may from time to time be assigned by Council or as are incident to the Secretary's office.
- (f) In case of the absence or inability to act of any officer of the Society, or for any other reason that

Council may deem sufficient, Council may temporarily delegate all or any of the powers of such officer to any other officer or to any other member of Council.

12. Execution of Documents

- (a) Contracts, documents or instruments in writing requiring execution by the Society shall be signed by any two members of the Executive Committee, and all contracts, documents or instruments in writing so signed shall be binding upon the Society without any further authorization or formality. Council may from time to time appoint by resolution any officer or officers, member or members of Council or any other member in good standing of the Society, on behalf of the Society either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing. The corporate seal of the Society may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid by any officer or officers, director or directors or other person or persons appointed as aforesaid by resolution of Council.

The term “*contracts, documents or instruments in writing*” as used in this By-Law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, bonds, debentures or other securities and all paper writings. In particular, but without limiting the generality of the foregoing, any two members of the Executive Committee are authorized to see, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warranties or other securities owned by or registered in the name of the Corporation.

- (b) The bank account or accounts of the Society shall be kept at such bank or banks, trust company or trust companies as Council may from time to time determine by resolution. All cheques, drafts or orders for the payment of money shall be signed, issued or paid by at least two members of the Executive Committee.
- (c) All notes and acceptances, bills of exchange and other negotiable instruments shall be accepted or endorsed by such officer(s), Council member(s) or other person(s), whether or not officer(s) of the Society, and in such manner as Council may from time to time designate by resolution.
- (d) All shares and securities owned by the Society shall be lodged (in the name of the Society) with a chartered bank or trust company or in a safety deposit box, or if so authorized by resolution of Council, with such other depositories as may be determined from time to time by Council.
- (e) All share certificates, bonds, debentures, notes or other obligations belonging to the Society may be issued or held in the name of a nominee or nominees of the Society (and if issued or held in the names of more than one nominee shall be held in the name of the nominees jointly with the right of survivorship) and may be endorsed in blank with endorsement guaranteed in order to enable transfer thereof to be completed and registration thereof to be effected.

13. General Meetings of Members

- (a) The Annual General Meeting of the members, or any other general meeting of the members of the Society, shall be at any place in Canada as Council shall determine and on such day as Council may designate.
- (b) At every Annual General Meeting, in addition to any other business that may be transacted, a report from Council by the President (or the President’s nominee), the Corporation’s financial statements and the report of the auditors shall be presented.
- (c) Council may call, at any time and at any place, a special general meeting of members of the Society. Council shall call a special general meeting on the written request of 5% or more of the members of

the Society.

- (d) For any general meeting of members, a notice, stating the day, hour and place of meeting and the general nature of the business to be transacted shall be made in a publication of the Society that is sent to all its members, or served, either personally or by sending such notice to each member entitled to notice of such meeting and to the auditor of the Society through the post, in a prepaid wrapper or letter, or by telegraph, cable, telex message or any electronic means capable of producing hard copy of at least fourteen (14) days (exclusive of the day of mailing but inclusive of the day for which notice is given) before the date of every meeting, directed to such address as appears on the books of the Society, or if no address be given therein, then to the most recent address of such member known to the Secretary of the Society. Notice of each meeting must inform members of the Society that they have the right to vote by proxy. Adjournment of a meeting shall not invalidate such meeting or make void any proceedings taken thereat.
- (e) For all purposes the presence of thirty (30) members of the Society, in person or by proxy, shall be necessary to constitute a quorum. No business shall be transacted at any meeting unless the requisite quorum be present at the commencement of such business.
- (f) If any irregularity in a General Meeting of members or in the notice thereof is discovered after the fact, a vote of members (either by ballot or at a General Meeting) shall be taken on whether to waive the irregularity or rectify it, if such a vote is requested in writing by 5% or more of the members.

14. Minutes of Meetings

Minutes shall be kept of all general meetings of the members of the Society by the Secretary, in addition to all meetings of Council and of the Executive Committee, and shall be made available to members of the Society within a reasonable period after each meeting. Should the Secretary be absent, another officer of the Society as elected by a simple majority of those members present shall keep minutes. All minutes shall be kept at the head office of the Society and may be accessed by any member in good standing of the Society on request to the Secretary.

15. Voting of Members

- (a) Each member in good standing present in person shall be entitled to one (1) vote at all meetings of the members of the Society.
- (b) At all meetings of members of the Society, questions put to a vote shall be determined by a simple majority of votes of members in good standing, unless specifically provided otherwise by statute or the Society's By-Laws.
- (c) At any general meeting of members, a declaration by the President that a resolution has been carried unanimously or by any particular majority, or lost or not carried by any particular majority, shall be conclusive evidence of the fact, unless a poll is demanded. A poll may be demanded by any member.
- (d) In the absence of the President the first Vice-President, and in the first Vice-President's absence the second Vice-President, shall act as chairperson of the meeting, and if none is present, or if all decline to take the chair, then the members present shall choose one of their number to be chairperson of the meeting.
- (e) If at any meeting a poll is demanded on the election of a chairperson for the meeting or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question, it shall be taken in such a manner and either at once or later at the meeting or after adjournment, as the President directs. A demand for a poll may be withdrawn.

- (f) Members unable to be present at a meeting may provide their proxy in writing to another member in good standing.
- (g) Mail ballots on specific questions may be used at the discretion of Council. Thirty (30) days shall be allowed, from the mailing of ballots, for their return. Each member in good standing shall be entitled to one (1) vote.
- (h) Save and except for when mail ballots are used on specific questions, every question submitted to any meeting of members shall be decided in the first instance by a show of hands, and in the event of an equality of votes, the President shall have a second or casting vote in addition to the vote to which the President is entitled as a member.
- (i) The President may, with the consent of any meeting, adjourn such meeting from time to time and no notice of the date and place of the continuation of the adjourned meeting, other than the notice given at the adjourned meeting, need be given to the members provided that the continuation of the adjourned meeting does not take place more than thirty (30) days after the meeting at which the adjournment was declared. Any business may be brought before or dealt with at any adjourned meeting which may have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

16. Financial Year

Unless otherwise ordered by Council, the fiscal year of the Society shall be the calendar year.

17. Committees

- (a) Council may create committees to carry out specified functions of the Society and shall name the Chairperson of each committee.
- (b) Membership of each committee shall be subject to approval by Council.
- (c) The Chairperson of each committee shall automatically become a non-voting ex-officio member of Council, if not already an elected member of Council.
- (d) A meeting of a committee of the Society may be held by means of such telephone, electronic or other communication facilities as are available to the members of the committee provided that all committee members participating in the said meeting may each simultaneously and instantaneously hear and speak to all other participating members. Members of the committee participating in such meeting by such means shall be deemed for the purposes of the By-Laws of the Society and for the purposes of the Act to be present at the meeting of the committee.

18. Divisions

- (a) Council may create Divisions to enhance activity in specific areas of nuclear science and technology or related matters and appoint a Chairperson for each Division.
- (b) Division Chairpersons shall automatically become non-voting ex-officio members of Council, if they are not already elected members of Council.
- (c) Divisions may establish procedures and By-Laws that are not inconsistent with the Society's By-Laws. Division By-Laws shall be submitted to Council for review and approval.

19. Branches

- (a) Council may authorize the formation of Branches, each Branch to serve members in a specified geographical area. The Chairperson selected for each Branch shall be subject to approval by Council.

__P.D. Thompson_____

__V.S. Krishnan_____

__K.L. Smith_____

__D.L. Freeman_____

__P. Gulshani_____

__G.D. Harvel_____

__P.J. Laughton_____

__S.Y. Lee_____

__R.K. Leung_____

__K. Mohan_____

__J. Popovic_____

__E.G. Price_____

__A.W.L. Segel_____

__H.J. Smith_____

__J.A. Tamm_____