

BY-LAW No. 1

A by-law relating to the transaction of the affairs of THE INTERNATIONAL ENVIRONMETRICS SOCIETY, a corporation without share capital incorporated under Part II of the *Canada Corporations Act*.

BE IT ENACTED as a by-law of THE INTERNATIONAL ENVIRONMETRICS SOCIETY, (" the Corporation ") as follows:

HEAD OFFICE

1. The head office of the Corporation shall be in the City of Burlington in the Province of Ontario, until changed in accordance with the Act.

SEAL

2. There shall be a corporate seal for the Corporation. An imprint of the corporate seal is impressed in the margin.

MEMBERS

3. Membership in the Corporation shall be divided into THREE (3) Classes:

(a) Regular Members shall be limited to persons interested in the objects of the Corporation. Regular Membership shall consist of any person whose application for Regular Membership has been approved by the Board of Directors;

(b) Student Members shall be limited to students interested in the objects of the Corporation, proposed by a professor in the school at which the student is currently enrolled and whose application for membership has been approved by the Board of Directors; and

(c) Institutional Members shall consist of organizations whose objectives are compatible with those of the Corporation and whose application for membership has been approved by the Board of Directors.

The Regular Members, Student Members and Institutional Members are herein referred to throughout as the "Members".

4. Annual Membership fees are set at ONE HUNDRED DOLLARS (\$100.00) for Regular Members, TWENTY DOLLARS (\$20.00) for Student Members and THREE HUNDRED DOLLARS (\$300.00) for Institutional Members. The Directors may, from time to time, set another amount.

5. (a) Regular Membership shall cease:

(i) upon the death of a Member;

(ii) if the Member has not renewed his or her membership and paid the applicable annual membership fee;

(iii) if any Member resigns by written notice to be given to the Secretary; or

(iv) if any Member is required to resign by a vote of two-thirds of the Regular Members at a general meeting for which notice has been given and the Member is granted an opportunity to be heard at the meeting.

(b) Student Membership shall cease:

(i) upon the student's graduation from the institution in which he or she is enrolled;

(ii) if the Member has not renewed his or her membership and paid the applicable annual membership fee;

(iii) if any Member resigns by written notice to be given to the Secretary; or

(iv) if any Member is required to resign by a vote of two-thirds of the Regular Members at a general meeting for which notice has been given and the Member is granted an opportunity to be heard at the meeting.

- (c) Institutional Membership shall cease:
- (i) if the organization ceases to exist;
 - (ii) if the Member has not renewed its membership and paid the applicable annual membership fee;
 - (iii) if any Member resigns by written notice to be given to the Secretary; or
 - (iv) if any Member is required to resign by a vote of two-thirds of the Regular Members at a general meeting for which notice has been given and the Member is granted an opportunity to be heard at the meeting.

BOARD OF DIRECTORS

6. (i) The property and business of the Corporation shall be managed by a Board of <^> Directors. Directors must be individuals EIGHTEEN (18) years of age or older and have the power under law to contract.
- (ii) The Board of Directors shall consist of the President, <^> President-Elect, Secretary, Treasurer, Publications Officer, all as elected in accordance with Article <^>*(24)* hereof, and <^> TWO (2) Director(s) *from* each Geographical Region as defined <^> herein which Directors shall be referred to as the "Regional <^> Directors.
- (iii) For the purposes hereof, a Geographic Region shall include a region which has at least 20 Regular Members resident in such region or affiliated therewith for a period of at least two consecutive years where such region has been acknowledged by a resolution of the Board of Directors and approved by not less than two-thirds of the Regular Members at a members meeting. A Geographical Region so acknowledged and approved may be declared inactive and therefore unable to appoint Regional Directors in the event that the number of Regular Members resident in such region or affiliated therewith is less than 15 for a period of at least four consecutive years. An inactive Geographical Region may requalify to appoint Regional Directors where it complies with the provisions hereof.

7. At the first meeting of Regular Members called for the purpose, the provisional Board of Directors shall be replaced by an elected Board of Directors. The provisional directors are eligible to be elected to the Board of Directors.

8. (a) <^> With the exception of the President, President-Elect,* Secretary, Treasurer and the Publications Officer * who shall be elected <^> as a director and officer for a term of TWO (2) years<^>, the Directors shall be <^> elected or appointed for a term of FOUR (4) years. Before SEPTEMBER 1st of the year preceding an election, <^> the President after consultation with the Board of Directors shall appoint an Election Committee composed of THREE (3) Regular Members who agree not to place their names in nomination.

(b) <^> The Chairperson of the Election Committee shall arrange for the list to be circulated to all Members of the Corporation before March 1st together with a call for further nominations for Regional Directors. A candidate for such position must be from the region relating to such regional position. Nominations for the Regional Directors must be supported in writing by at least FIVE (5) Regular Members in good standing from that nominated individual's region. (For the purposes hereof, an individual's Region shall be the region in which he or she normally resided on the 1st day of FEBRUARY in the year in which the election is held). Nominations must be received by the Chairperson of <^> the Election Committee before JUNE 1st.

(c) On or before JUNE 15th, the Secretary shall send a ballot to each Regular Member. A brief biographical sketch of each candidate for the position of Regional Director shall be provided. Each Regular Member shall be entitled to <^> vote <^>* to fill the then outstanding position(s) of * Regional Director*s* in the voter's region. Ballots must be received by the Secretary before AUGUST 15th. Candidates shall be elected according to the total number of votes. This shall be resolved by the Chairperson of the Election Committee.

The Election Committee shall supervise the election and certify the outcome of the votes to the membership. The counting of the votes shall be done in the presence of at least ONE (1) member of the Election Committee and at least ONE (1) supervisor designated by the Executive Committee.

The term of office of the Board of Directors shall begin on SEPTEMBER 1st in the year of election or appointment to office.

(d) To ensure that the TWO (2) Regional Directors from any given Geographic Region have staggered terms, at the first annual meeting of members following the approval of this By-law, one position of Regional Director from each Geographic Region shall be for a period of TWO (2) years and the second position of Regional Director from such Geographic Region shall be for a period of FOUR (4) years.

9. To be eligible to be a Director, such individual shall have been a Regular Member for the TWO (2) year period immediately preceding such individual's election or appointment as a Director.

10 <^>. The Board of Directors may by majority vote fill any vacancy by appointment of any Member of the Corporation, provided that the position of Regional Director must be filled with an individual from the region having a vacancy.

<^> 11. The office is vacated if:

- (i) a Director resigns the office by written notice given to the Secretary;
- (ii) a Director is found by a court to be of unsound mind;
- (iii) a Director becomes bankrupt or suspends payment or compounds with his creditors;
- (iv) at a special general meeting of Members, a resolution is passed by two-thirds of the Regular Members present at the meeting that he or she be removed from the office;
- (v) on death of the Director;
- (vi) a Director who holds such position by virtue of being an Officer, ceases to be such.

POWERS OF THE BOARD OF DIRECTORS

<^> 12. The Directors shall be empowered to receive and act upon all matters of termination of Members, uphold by-laws of the Corporation and set policies to enable the Corporation to comply with its objects as described in its letters patent or supplementary letters patent, to recommend amendments to this by-law and other by-laws of the Corporation, to form such permanent or temporary committees as it sees fit, to administer and control monies, funds, investments and securities of the Corporation, to administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name any kind of contract into which the Corporation may lawfully enter, to exercise all such other powers and do all such other acts and things as the Corporation is by its * <^> charter * or otherwise, authorized to exercise and do and to perform any other duties as from time to time may be in the best interests of the Corporation.

The Director shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the Corporation in accordance with such terms as the * <^> Board * of Directors may prescribe. The Board of Directors shall take such steps as they deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endorsements and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

MEETINGS OF THE BOARD OF DIRECTORS

<^> 13. Meetings of the Board of Directors may be held at any time and place to be determined by the Directors. Written notice of the meeting is to be given to each Director at least FOURTEEN (14) days prior to the meeting. There shall be at least one meeting per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors shall invalidate the meeting or make * <^> void * any proceedings taken at that meeting. Any Director may at any time waive notice of any meeting and may ratify, approve and confirm any or all proceedings taken or had at that meeting.

<^> 14. Each Director has one vote on any matter to be voted on at a Board of Directors meeting.

<^> 15. Meetings of the Board of Directors or of a committee of the Board of Directors may be held by conference telephone or other similar telecommunications method provided that all the Directors of the

Corporation agree and the method permits each Director to hear each other. A Director participating in a meeting using such a method is deemed to be present at the meeting.

<^> 16. A quorum for a meeting of the Board of Directors shall be *FIVE (5) Directors*.

<^> 17. A resolution of the Board of Directors that is signed by all of the Directors entitled to vote on the resolution is a valid as if it has been passed at a meeting of the <^> Board.

<^> 18. Directors may be reimbursed for reasonable expenses incurred in carrying out their duties as directors. Directors shall not receive any other remuneration for carrying out their duties as directors.

<^> 19. A retiring Director shall remain in office until his or her retirement is accepted or his or her successor is elected, is dissolved or adjourned.

<^> 20. The Board of Directors may, from time to time, engage agents or employees to perform duties prescribed by the Board of Directors. The Board of Directors shall fix a reasonable remuneration for any agents or employees engaged by the Board of Directors.

<^> 21. At all meetings of the Board of Directors, every question shall be decided by a majority of votes cast unless otherwise specified herein. In the event of a tie, the individual chairing the meeting shall direct the issue to be discussed again in a second vote taken. Such individuals shall be entitled to a second or casting vote in the event of any equality of votes on such second vote.

<^> 22. No Director may at any time appoint a proxy to represent him or her at a meeting of the Board of Directors.

OFFICERS

<^> 23. The Officers of the Corporation shall be and shall have the following duties:

- (i) *President* - the President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Corporation and the Board of Directors; have supervision of the affairs of the Corporation; ensure that the resolutions of the Board of Directors are carried into effect; and perform any other duties which the Board may, from time to time, assign;
- (ii) <^> *President-Elect* - the <^> President-Elect shall, in the absence of the President or if the President is unable to perform his or her duties, perform the duties and exercise the powers of the President, and perform any other duties which the Board may, from time to time, assign. The President-Elect shall automatically become the President at the expiration of *his* or her term;
- (iii) *Treasurer* - The Treasurer shall keep and maintain the financial records and books of account of the Corporation; deposit all monies and securities or other investments in a financial institution or with a registered securities dealer; disburse the funds of the Corporation as directed by the Board of Directors or other proper authority; keep the President and the Board of Directors apprised of the financial position of the Corporation; and perform any other duties which the Board may from time to time, assign;
- (iv) *Secretary* - The Secretary shall keep and maintain the corporate seal, the minute book, registries of Members, Officers and Directors; attend all meetings of the Corporation, the Board of Directors and the executive committee to record any proceedings; give, cause to be given and receive notices; and perform any other duties which the Board may, ****from***time to time, assign; and
- (v) *Publications Officer* - the Publications Officer shall chair the Publications Committee, and be responsible for the editorial contents of periodical news bulletin or special bulletins, and shall be

responsible for providing press releases.

<^> 24. The Election Committee (constituted in accordance with Section 8 hereof) shall submit at least ONE (1) nomination for each of the positions of* <^>* <^> President-Elect, Secretary, Treasurer and Publications Officer. The chairperson of the Elections Committee shall arrange for the list to be circulated to all Regular Members of the Corporation before MARCH 1st together with the call for further nominations for such positions. Additional nominations for any such positions must be supported in writing by at least FIVE (5) Regular Members in good standing. Nominations must be received by the Chairperson of the Election Committee before JUNE 1st. On or before JUNE 15th, the Secretary shall send a ballot to each Regular Member. A brief biographical sketch of each candidate shall be provided. Each Regular Member shall be entitled to ONE (1) vote for the individual nominated for the position* <^>* of <^> President-Elect, of Secretary, of Treasurer and of Publications Officer. Ballots must be received by the Secretary before AUGUST 15th. Candidates shall be elected according to total number of votes. Ties shall be resolved by the Chairperson of the Election Committee. The Election Committee shall supervise the election and certify the outcome of the votes * <^> to * the membership. The counting of the votes shall be done in the presence of at least ONE (1) member of the Election Committee and at least ONE (1) supervisor designated by the Election Committee. The term of <^> the Secretary, Treasurer, Publications Officer* <^> * and the President-Elect is for TWO (2) years. ₂

<^> 25. Officers shall not receive any remuneration or any profit from their position as Officers either directly or indirectly, other than reimbursement for reasonable disbursements, disbursements for travelling and other expenses reasonably incurred in discharging such office.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

<^> 26. The Corporation shall indemnify and save harmless the Directors and Officers of the Corporation, their heirs, executors and administrators, and estates and effects, respectively from time to time and at all times from and against:

- (i) all costs, charges and expenses which the Director or Officer sustains or incurs in or about any action, suit or proceeding brought, commenced or prosecuted against him or her or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her offices or in respect of such liability; and
- (ii) all other costs, charges and expenses that he or she sustains, or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

EXECUTION OF DOCUMENTS

<^> 27. Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by the President and the Secretary or Treasurer, as the case may be. All contracts, documents and instruments in writing properly executed shall be binding upon the Corporation. The Directors shall have the power, from time to time, by resolution to appoint an Officer or Officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purpose of transferring of and dealing with any securities of the Corporation. The seal of the Corporation required may be affixed to contracts, documents and instruments in writing, signed as set out above, by any Officer or Officers appointed by resolution of the Board of Directors.

MEETINGS OF MEMBERS

<^> 28. The annual or any other general meeting of the members shall be held at the head office of the Corporation or at any place as the Board of Directors shall appoint. The Members may resolve that a particular meeting of Members be held outside Canada.

<^> 29. The financial statements of the Corporation and the report of the auditor shall be presented and auditors appointed for the next year at every annual general meeting. The Members may consider and transact any

business either special or general at any meeting of the Members. The quorum for any general meeting of the Members shall consist of *ten* Regular Members present in person at the meeting.

<^> 30. The Board of Directors or the President or the <^> President-Elect may call, at any time, a general meeting of the Members. The Board of Directors shall call a special general meeting of the Members if requested in writing by 25% or more Members.

<^> 31. Written notice shall be given to each Regular Member of any annual general meeting of the Members at least FOURTEEN (14) days prior to the meeting. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgement on the matter or matters to be decided.

<^> 32. Regular Members may attend and vote at an annual general meeting or a general meeting by proxy. Notice of any meeting shall include a reminder to members that he or she has the right to attend and vote by proxy and shall include the form of proxy appended thereto. A proxy holder must be a member of the Corporation. All proxies must be in written form.

<^> 33. Each Regular Member in attendance at a meeting shall have the right to exercise ONE (1) vote.

<^> 34. Every question at a meeting shall be determined by a majority of votes unless otherwise specified in the by-laws or by statute.

<^> 35. No error or omission in giving notice of any annual general meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting and any Member may at any time waive notice of such meeting and may ratify, approve and confirm any or all proceedings taken or had at the meeting.

COMMITTEES

<^> 36. (a) The Executive Committee shall consist of the President, <^> President-Elect, Secretary, Treasurer and Publications Officer. The Executive Committee shall exercise such powers as are authorized by the Board of Directors and shall be responsible for the transaction of all business requiring the attention of the Corporation between meetings of the Board of Directors. A majority of the members of the Executive Committee shall constitute a quorum. Meetings of the Executive Committee may be called by the President verbally or in writing and on fewer than SEVENTY TWO (72) hours notice, except in the case of notice which is mailed. This notice may be waived or the time for the sending of notice must be waived or abridged at any time with the consent in writing of the members of the Executive Committee or upon the attendance of the members of the Executive Committee at the meeting of the Executive Committee, provided that no meeting of the Executive Committee may be held without written waiver, consent or attendance in person of all members of the Executive Committee and provided that any notice by mail shall always be given not fewer than FOURTEEN (14) days in advance.

(b) The President, or in his absence, the <^> President-Elect shall be chairman of any meetings of the Executive Committee. Each member of the Executive Committee shall be entitled to ONE (1) vote at all meetings and every question shall be decided by a majority of votes cast. The Chairperson shall be entitled to a second or casting vote in the event of any equality of votes.

(c) No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee shall invalidate such meeting or make void any proceedings taken thereat.

(d) Members of the Executive Committee shall not receive any remuneration or any profit from their position as members of the Executive Committee either directly or indirectly other than reimbursement for reasonable disbursements, disbursements for travelling and other expenses reasonable incurred in discharging their office.

(e) The office of an Executive Committee Member shall be automatically vacated if:

(i) the individual resigns by written notice given to the Secretary;

- (ii) the individual is found by a court to be of unsound mind;
- (iii) at a special general meeting of Members, resolution is passed by two-thirds of the Regular Members present at that meeting that he or she be removed from the Office;
- (iv) on death of the Director; or
- (v) that Executive Committee member ceases to hold the position of President, <^> President-Elect, Secretary, Treasurer or <^> Publications Officer, as the case may be.

<^> 37. The Standing <^> Committees shall be:

- (a) the Program Committee;
- (b) the Election Committee; and
- (c) the Publications Committee.

<^> 38. The Program Committee shall be responsible for the program of scientific meetings organized by the Corporation.

<^> 39. The Election Committee shall make nominations for elected office and shall certify the outcome of all voting for candidates for office in accordance with the terms hereof.

<^> 40. The Publications Committee shall be chaired by the Publications Officer and shall include the Secretary, the Treasurer and such additional Members as may be determined by the Board of Directors. It shall generally supervise the publication policy of the Corporation and may make recommendations to the Board of Directors concerning the editorial policy of the Corporation's various publications.

<^> 41. The following shall apply in respect of all Standing Committees unless otherwise indicated herein;

- (a) all committee members shall serve for a term of TWO (2) years until their successors are appointed or elected;
- (b) all committee members shall have such number of members as may be determined by the President or the Board of Directors;
- (c) the Chairperson of each committee shall be appointed by the President or the Board of Directors;
- (d) all committee meetings shall be called by the chairperson of each committee;
- (e) notice of a meeting of a committee may be written or verbal and a quorum shall be a majority of members of the committee;
- (f) at all meetings of each committee, minutes shall be taken and every issue shall be decided by a majority of votes cast and in the case of a tie, the chairman of such committee shall be entitled to a second or casting vote;
- (g) members of a committee shall not be entitled to vote by proxy;
- (h) members of a committee shall be removable either by a majority vote of the Board of Directors or by decision of the President; and
- (i) no Standing Committee members shall receive any remuneration or any profit from such position either directly or indirectly, other than reimbursement for reasonable disbursements, disbursements for travelling and any other expenses reasonably incurred in discharging such office.

PUBLICATIONS

<^> 42. *Environmetrics* shall be the official journal of the Corporation so long as the scope and objectives of the journal remain compatible with those of the Corporation and rates, acceptable to the Board of Directors, are offered to members of the Corporation.

Other publications may be authorised by resolution of the Board of Directors.

FINANCIAL YEAR

<^> 43. The financial year end of the Corporation shall be DECEMBER 31.

AMENDMENTS OF BY-LAWS

<^> 44. The by-laws of the Corporation not embodied in the letters patent may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds of <^> the Regular Members at a meeting duly called for the purpose of considering the by-law, provided that the repeal or amendment of the by-laws shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

AUDITORS

<^> 45. The Members shall at each annual general meeting appoint an auditor to audit the accounts of the Corporation for report to the members at the next annual general meeting. The auditor shall hold office until the next annual general meeting, provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

LIMITATIONS OF LIABILITY

<^> 46. No Director or Officer of the Corporation shall be liable for the acts or omissions of any other Director or Officer or employee of the Corporation or for any loss, damage, or expense suffered by the Corporation through insufficiency or deficiency of title to any property acquired by order of the Board of Directors, or in respect of any deficiency of any security upon which any monies of the Corporation shall be invested or for loss or damage arising from the bankruptcy, insolvency or tortious act of any person <^> with whom any of the monies, securities or affects of the Corporation shall be deposited or for any loss occasioned by any error judgement or oversight on his part, or for any loss or damage which may occur in the execution of the duties of his office, in relation thereto or in respect of any other act or omission of a Director or Officer in his capacity as such causing loss, damage or expense, unless the same shall happen through his own wilful neglect or default.

Passed by the Board of Directors and sealed with corporate seal this 5th day of May, 1993.

The original was signed by Dr A.H. El-Shaarawi, Dr Sylvia R. Esterby, Dr I.B. MacNeill, Dr. J.S. Hunter,
Dr P.M. Berthouex, Dr W.A. Rieger, Dr R. Viertl and Dr W.O. Pipes.