

# Summary of Bylaws

## 1.0 Corporate Seal

1.1 The seal of the Corporation shall be in such form as shall be prescribed from time to time by the Board of Directors of the Corporation.

## 2.0 Head Office

2.1 The Head Office of the Corporation shall be located at the City of Ottawa, in the Province of Ontario, Canada.

The Corporation may establish such other offices and agencies elsewhere within Canada as the Board of Directors may deem expedient by resolution.

## 3.0 Membership

3.1 Membership in the Corporation shall be limited to those persons and institutions interested in furthering the objects of the Corporation and who meet any additional conditions of membership as may be prescribed in the By-Laws.

3.2 There shall be five (5) classes of Members in the Corporation, namely: Regular Members, Student Members, Institutional Members, Supporting Members, and Honorary Members.

### 3.2.1 Regular members

There shall be designated as Regular Members those Members of the Corporation who are individuals. Regular Members are entitled to one (1) vote each at all Meetings of Members of the Corporation.

### 3.2.2 Student members

There shall be designated as Student Members those individuals who are full-time trainees or students in the field of conservation and who are not in receipt of a stipend, other than a scholarship, in the field of conservation. Student Members are not entitled to vote at Meetings of Members but are entitled to attend all such Meetings.

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### 3.2.3 Institutional members

There shall be designated as Institutional Members those Members which are institutions, corporations, organizations or associations. Institutional Members shall be entitled to one (1) vote each at all Meetings of Members.

### 3.2.4 Supporting members

There shall be designated as Supporting Members those individuals, institutions, corporations, organizations or associations who donate more than the annual membership fee for their membership category in any fiscal year. Supporting Members' names may be published in acknowledgment of their support at the discretion of the Board of Directors. Supporting Members shall have all the rights and benefits of Regular Members in the case of individuals or shall have all the rights and benefits of Institutional Members in the case of institutions, corporations, organizations or associations and are entitled to one (1) vote each at all Meetings of Members.

### 3.2.5 Honorary members

There shall be a special category of member designated as Honorary Members. Honorary membership may be conferred on individuals or institutions, corporations, organizations or associations which have given outstanding meritorious service to the conservation profession. Honorary membership shall be conferred at the absolute discretion of the Board of Directors and there shall normally be no more than one (1) conferment of such honorary membership in any one (1) year. The individual, institution, corporation, organization or association need not be a member of the Corporation to be eligible for honorary membership in the Corporation. Honorary Members are entitled to one (1) vote each at all Meetings of Members.

### 3.3 Membership fees

The annual membership fees for each class of Members in the Corporation shall be determined by a majority of the votes cast by the Members entitled to vote, at Meetings of Members. All Members shall pay annual membership fees, save Honorary Members whose membership fees shall be waived for life.

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### 3.4 Additional membership rights

All classes of Members shall be entitled to receive one (1) copy of all regular publications and announcements issued by the Corporation and all classes of Members are entitled to receive notice of all Meetings of Members.

### 3.5 Withdrawal from membership

Any member may withdraw from the Corporation by either delivering to the Corporation a written resignation and lodging a copy of same with the Secretary of the Corporation or by failing to renew his or her annual membership.

## 4.0 Official Linkage with the CAPC

The Canadian Association for the Conservation of Cultural Property recognizes the Canadian Association of Professional Conservators and the published Aims and Objectives of that organization. CAPC's methodology and process of accreditation, as confirmed by (a regular) external audit, is recognized and supported by CAC. The CAPC will collaborate with CAC on issues of mutual interest, as appropriate, to encourage cooperation and harmonization between the two organizations.

## 5.0 Board of Directors

### 5.1 Composition of the board of directors

The property and business of the Corporation shall be managed by a board of ten (10) Directors of whom four (4) shall constitute a quorum. The Board of Directors shall be composed of four (4) Officers, three (3) Executive Councillors, two (2) Regional Councillors, and one (1) CAC/CAPC Liaison Councillor, all for whom shall be elected by the Members entitled to vote at the Annual General Meeting of Members. All of these Directors must be Members in good standing entitled to vote at Meetings of Members.

### 5.2 Terms of Office

The term of office for Board Members shall be a two-year period that runs from immediately following elections at the Annual General Meeting to the conclusion of the Annual General Meeting at which successors are elected.

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Election of directors shall be staggered so that half the membership expires each year. In odd-numbered years the following positions will be filled: President, Vice-President, Western Regional Councillor (1), and Executive Councillor (2). In even-numbered years the following positions will be filled: Secretary, Treasurer, Eastern Regional Councillor (1), Executive Councillor (1), and CAC/CAPC Liaison (1).

### 5.3 Vacation of office

The office of Director, Officer, Councillor or Committee Member or Chairman shall be automatically vacated upon the occurrence of one or more of the following circumstances:

- if he or she shall resign from office by delivering a written resignation to the Secretary of the Corporation;
- if at a Special General Meeting of Members a resolution is passed by three quarters (3/4) of the Members present and entitled to vote at the meeting that he or she should be removed from office;
- if upon his or her death;
- if he or she becomes of unsound mind or is declared to be mentally incompetent;
- if he or she ceases to be a Member of the Corporation;
- If an elected member of the Board of Directors leaves office prior to the end of the term for which elected, the Board will appoint a Member in good standing entitled to vote at Meetings of Members to serve for the remainder of the term. Notwithstanding anything contained herein, the person appointed by the Board of Directors to fill the vacancy shall be eligible to run for such office at the end of the term provided he or she is still a member in good standing entitled to

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vote. If a vacancy occurs for any reason in the office of Committee Member the Chairman of the said committee shall have the discretion to appoint a replacement.

### 5.4 Powers of directors

The Directors may exercise all such powers of the Corporation as are not, by the Canada Corporations Act or by these by-laws, required to be exercised by the Members at General Meetings.

### 5.5 Power to authorize expenditures

The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay salaries to employees. The Directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The Directors 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 available for the benefit of promoting the interest of the Corporation in accordance with such terms and conditions as the Board of Directors may prescribe.

### 5.6 Board meetings

The Board of Directors shall meet at least four (4) times annually at any time and place to be determined by the Directors. At least one (1) of these meetings shall be held in joint session with the Board of Directors of the Canadian Association of Professional Conservators. No voting on Board business will occur at joint CAC/CAPC Board meetings.

### 5.7 Notice of board meetings

A meeting of the Board of Directors may be called by mutual agreement of four (4) Members of the Board, and at least fourteen (14) clear days advance notice of such meeting shall be given to all Directors, or, under exceptional circumstances, with less than fourteen (14) days notice if the quorum waives the requirement.

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### 5.8 Voting and attendance at board meetings

The right to vote at a meeting of the Board of Directors shall be restricted to Members of the Board. Nevertheless, Board Meetings shall, at the discretion of the Board of Directors, be open to Members of the Corporation and any Member of the Board shall be at liberty to invite any person to attend any meeting of the Board of Directors. Minutes of the meetings of the Board of Directors are to be made available to the Members of the Corporation at the discretion of the Board.

### 5.9 Travel expenses and remuneration

Directors, Officers, Councillors and Committee Members as such shall not receive any remuneration or profit for their services but, by resolution of the Board of Directors reimbursement of reasonable expenses may be allowed for their attendance at meetings if the Corporation has sufficient funds at that time to defray any such expenses; provided further that any Director, Officer, Councillor or Committee Member who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Corporation.

## 6.0 Officers and Councillors

### 6.1 Officers

The Officers of the Corporation shall be:

- President.
- Vice-President.
- Secretary.
- Treasurer.

All Officers shall be elected by the Members of this Corporation entitled to vote at the Annual General Meeting of Members. They shall hold office for a term of two (2) years. Any Officer shall be eligible for re-election for any other office. Notwithstanding the foregoing, no Officer may occupy the same office for more than two (2) consecutive terms. However, after standing down for a term, a person shall be eligible for election for any office.

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### 6.1.1 Duties of president

The President shall be the chief executive officer of the Corporation. He or she shall preside at all meetings of the Corporation and of the Board of Directors. He or she shall have the general and active management of the business of the Corporation. He or she shall see that all orders and resolutions of the Board are carried into effect.

### 6.1.2 Duties of vice-president

The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him or her by the Board.

### 6.1.3 Duties of treasurer

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements in books belonging to the Corporation and shall deposit all moneys, securities and other valuable effects in the name and to the credit of the Corporation and in such depositories as may be designated by the Board of Directors from time to time. He or she shall disburse the funds of the Corporation as may be ordered by proper authority, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board, or whenever they may require it, an account of all his or her transactions as Treasurer and of the financial position of the Corporation. He or she shall also perform such other duties as may from time to time be determined by the Board.

### 6.1.4 Duties of the secretary

The Secretary shall attend all meetings of the Board and all meetings of the members and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He or she shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he or she shall be. He or she shall be custodian of the seal of the Corporation, which he or she shall deliver only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution.

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### 6.2 Executive councillors

Three (3) Executive Councillors shall be elected by the Members entitled to vote at the Annual General Meeting of Members. They shall hold office for a term of two (2) years. All Executive Councillors shall be eligible for re-election to this or any other office on the Board of Directors.

### 6.3 Regional councillors

Two (2) Regional Councillors, namely, a Western Regional Councillor and an Eastern Regional Councillor, shall be elected by the members entitled to vote at the Annual General Meeting of Members. They shall have all the rights of Executive Councillors, and their special duty shall be to establish liaison and co-ordinate any business between the Regional Representatives and the Board of Directors. They shall hold office for a term of two (2) years. All Regional Councillors shall be eligible for re-election to this or any other office on the Board of Directors, subject to the exceptions in Section 8.3, hereof.

### 6.4 CAC/CAPC Liaison Councillor

One (1) CAC/CAPC Liaison Councillor shall be elected by the Members entitled to vote at the Annual General Meeting of the Members. This Councillor has the special duty to establish liaison, to bring forward issues of mutual interest and to co-ordinate any business between the CAC and the CAPC. This Councillor shall hold office for a term of two (2) years and shall be eligible for re-election to this or any other office on the Board of Directors.

6.5 The Officers, Executive Councillors and Regional Councillors shall perform such duties and exercise such powers as shall from time to time be imposed upon them by the Board of Directors.

6.6 The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

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### 7.0 Regional Groups

#### 7.1 Regional groups

Regional Groups of the Corporation shall be encouraged to develop wherever and whenever there exists sufficient interest or perceived need for such groups. They may be established by mutual consent of persons in any Region by informing the Board of Directors of such intention. The mode of operation of the Regional Groups shall be communicated to the Board of Directors.

#### 7.2 Regional representatives

Each Regional Group shall select, by appointment or election, according to its operating procedures, one (1) Regional Representative, who shall be a Member in good standing entitled to vote at Meetings of Members of the Corporation. The Regional Representative shall be entitled to receive agendas and Minutes of the Board of Directors' Meetings, and shall transmit the business of the Regional Group to the Board of Directors through the Regional Councillor. The Regional Representative shall also be a nominee for the office of Regional Councillor on the Board of Directors, subject however to the exceptions in Section 8.3 hereof.

#### 7.3 Annual meetings of the regional representatives and the board of directors

A meeting of Regional Representatives with the Board of Directors may be held at the time of the Annual General Meeting. This meeting shall be coordinated and chaired by a Regional Councillor. At this meeting recommendations may be made to the Board of Directors for matters to be considered at a meeting of the Board of Directors.

### 8.0 Nominations and Elections of Directors

#### 8.1 Elections and voting at business meetings

Directors of the Corporation are elected at an Annual General Meeting by the Members entitled to vote. Their respective terms of office run from the conclusion of the Annual General Meeting at which they are elected to the conclusion of the Annual General Meeting at which their successors are elected.

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### 8.2 Nominations and elections of officers and executive councillors

The Board of Directors shall be responsible for the presentation of a slate of nominees for positions of Officers and Executive Councillors to be elected at the next Annual General Meeting. The slate shall include all written nominations received by the Secretary from the Members. Nominations shall also be received from the floor during the Annual General Meeting. All nominations shall be accompanied by the consent of the nominee.

### 8.3 Nominations and elections of regional councillors

The slate of nominees for the positions of Regional Councillor shall consist of all of the Regional Representatives who are willing to stand for the positions of Regional Councillor, with the following exceptions :

- the Regional Representative from the area in which the Board of Directors normally meets shall be ineligible for nomination;
- all Regional Representatives from those provinces in which outgoing Regional Councillors resided shall be ineligible for nomination. Notwithstanding the foregoing, a Regional Councillor whose term is coming to an end shall have the right to file his nomination for the position of Regional Councillor representing the same region provided, however, that a person shall not be allowed to be a Regional Councillor for the same region, at any given time, for more than two (2) consecutive terms.
- All nominees from Regional Groups west of the Ontario/Manitoba border shall be eligible for election to the position of Western Regional Councillor, and all nominees from Regional Groups east of that border shall be eligible for election to the position of Eastern Regional Councillor. No nomination for these positions will be received from the floor.
- Each Member entitled to vote may vote for only one (1) Regional Councillor. The Western nominee receiving the greatest number of votes shall be elected as the Western Regional Councillor, and the Eastern nominee receiving the greatest number of votes shall be elected as the Eastern Regional Councillor.

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### 8.4 Nominations and Election of the CAC/CAPC Liaison Councillor

The Board of Directors shall be responsible for the presentation of a slate of nominees for the position of the CAC/CAPC Liaison Councillor to be elected at the next Annual General Meeting. The slate shall include all written nominations received by the Secretary from the Members. Nominations may be received from the floor during the Annual General Meeting of the Members. All nominations shall be accompanied by the consent of the nominee.

## 9.0 Committees

### 9.1 Standing committees

The board of Directors shall within a period of thirty (30) days after each Annual General Meeting appoint a chairman to each Standing Committee of the Corporation.

### 9.2 There shall be at least seven (7) Standing Committees of the Corporation as follows:

#### 9.2.1 Conference committee

The Conference Committee shall be responsible for the management and coordination of aspects of annual or special meetings including local arrangements, technical programmes, and social activities and shall include a Conference Chairman, a Programmes Coordinator and an Arrangements Coordinator.

#### 9.2.2 Bulletin committee

The Bulletin Committee shall be responsible for the production and publication of the Bulletin.

#### 9.2.3 Liaison committee

The Communications Committee shall be responsible for encouraging and maintaining contact between the Corporation and other organizations with similar interests, and

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promoting the awareness of conservation among related professionals and the general public.

### 9.2.4 Membership committee

The Membership Committee shall be responsible for promoting and administering membership in the Corporation.

### 9.2.5 Translation committee

The Translation Committee shall be responsible for the translation from French to English or English to French of information submitted by the Board of Directors or by the Committees, and shall encourage the use of both English and French by the Corporation.

### 9.2.6 Training committee

The Training Committee shall investigate and evaluate the ongoing training activities and training needs of the Canadian conservation community, develop new training initiatives.

### 9.2.7 Journal committee

The Journal Committee shall be responsible for the production and publication of the Journal.

### 9.2.8 The Grants and Awards Committee

The Grants and Awards Committee shall be responsible for the administration of CAC Conference/Workshop Attendance Grants and Training Activity Grants as well as other grants or awards approved by the Board.

## 9.3 Ad hoc committees

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The Board of Directors shall be empowered to form Ad Hoc Committees and to appoint a Chair to each of such Committees. The board of Directors shall also form Joint Ad Hoc Committees with co-operation of the board of Directors of the CAPC as necessary in areas of common interest. Ad Hoc committees shall be formed only when necessary for specific purposes with clearly defined terms of reference.

### 9.4 Membership on committees

The Board of Directors will be permitted to appoint any member, including one or more Officers, Executive or Regional Councillors who express a willingness to serve on an Ad-Hoc or Standing Committee or otherwise as required.

### 9.5 Responsibilities of committee chairmen

All committee chairmen shall be appointed by the Board of Directors. Committee chairmen shall report regularly in person or in writing as requested by the Board of Directors. Committee chairmen shall refer all matters of policy to the Board of Directors. Committee chairmen may attend all Board of Directors' Meetings and are entitled to receive notice of such meetings but shall not have voting privileges at any such meeting. Committee chairmen will be permitted to appoint to his or her committee any person who expresses a willingness to serve on such committee.

## 10.0 Meetings of Members

### 10.1 Meetings of members

There shall be two (2) types of Meetings of Members, namely Business Meetings and Working Meetings:

### 10.2 Business meetings

- There shall be two (2) types of Business Meetings: Annual General Meetings and Special General Meetings.

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### 10.2.1 Annual general meetings

- Annual General Meeting is the normal Business Meeting of the Corporation. It shall be held within the one hundred and ten (110) days following the conclusion of the fiscal year at a place determined by the Board of Directors.

### 10.2.2 Special general meetings

- Special General Meetings are special Business Meetings which may be called at any time by the Board of Directors, or by notice in writing signed by at least fifteen (15) Members entitled to vote, sent to the Secretary of the Corporation.

### 10.2.3 Notice of business meetings

- Announcement of the time, place and agenda of a Business Meeting shall be given in writing and sent to all Members at least thirty (30) days in advance of the Meeting.

## 10.3 Working meetings

There shall be two (2) types of Working Meetings: Annual Working Meetings and Regional Working Meetings. Both types of meetings may include the presentation of papers, the holding of lectures, demonstrations, and discussions. These meetings represent the principal purpose of the Corporation and shall be continually encouraged.

### 10.3.1 Annual working meetings

- The Annual Working Meeting shall coincide with an Annual General Meeting.

### 10.3.2 Regional working meetings

- Working Meetings may be held on a regional basis by regional groups of the Corporation and may be held at any time.

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### 10.4 Proxies

Any Member entitled to vote who cannot attend a Meeting of Members may give any other Member entitled to vote his or her right to vote by proxy. All proxies must be in writing in the form sent out with the notice of the meeting, must be signed by the Member giving the proxy and must be registered with the Chairman prior to the beginning of the Meeting of Members.

### 10.5 Quorum for business meetings

In order to hold a Business Meeting there must be present at least fifteen percent (15%) of the Members entitled to vote, represented either in person or by proxy.

### 11.0 Donations and grants

11.1 The Board of Directors is empowered to receive donations, grants or benefits on behalf of the Corporation for the purpose of furthering the objects of the Corporation, and for this purpose the Board shall have the power to take such steps as they may deem necessary to enable the Corporation to receive such donations, grants or benefits.

### 12.0 Auditors

12.1 The Members shall at each Annual General meeting appoint an auditor to audit the accounts of the Corporation, to hold office until the next Annual General Meeting provided that the Directors may fill any casual vacancy in the office of auditor. The auditor shall not be a Member of the Corporation. The remuneration of the auditor shall be fixed by the Board of Directors.

### 13.0 Amendment of Bylaws

13.1 By-laws of the Corporation may be enacted, repealed or amended, 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 (2/3) of the votes cast by the Members entitled to vote, at a meeting duly called for the purpose of considering the said by-law, provided that the enactment, repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

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13.2 Notice of any enactment, repeal or amendment of by-law shall be given in writing and shall be sent to all Members at least thirty (30) days in advance of the meeting at which such enactment, repeal or amendment is to be considered and approved by the Members.

### 14.0 Signature and Certification of Documents

14.1 Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by any two (2) of the President, Vice-President, Secretary or Treasurer and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors.

### 15.0 General Provisions

15.1 The financial year of the Corporation shall end December 31.

15.2 At all Meetings of Members of the Corporation every question shall be determined by a majority of votes unless otherwise specified by the Canada Corporations Act or by these by-laws.

15.3 The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Business Meeting of the Members of the Corporation when they shall be confirmed, and in default of the confirmation at such Business Meeting of Members, shall at and from that time cease to have force and effect.

15.4 Every Director of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

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- a) all costs, charges and expenses whatsoever which such Director or other person sustains or incurs in or about any action, suit nor proceeding which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever, made done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability;
- b) all other costs, charges and expenses which 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 willful neglect or default.

15.5 The Corporation recognizes that, in order to better carry out its aims and objectives, the provision of services in both English and French is fundamental. Therefore, bilingual services will be authorized by the Board and provided in accordance with the CAC Policy on Bilingualism.

### 16.0 Interpretation

16.1 In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.