

NATURAL SCIENCES AND ENGINEERING RESEARCH COUNCIL

BY-LAW No. I

(as amended on 9 August 1979, 24 April 1980, 15 July 1982,
17 December 1987, 21 October 1996, 13 June 2007 and 15 October 2007)

A By-Law relating generally to the transaction of business and affairs of the NATURAL SCIENCES AND ENGINEERING RESEARCH COUNCIL

BE THE FOLLOWING ENACTED as a by-law of the Council:

(1) Interpretation

In this by-law and all other by-laws of the Council, words importing the singular number only shall include the plural and vice-versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include companies, corporations, partnerships and any number of aggregate of persons; "Council" shall mean the NATURAL SCIENCES AND ENGINEERING RESEARCH COUNCIL; "Act" shall mean the Government Organization (Scientific Activities) Act, 25-26 Elizabeth II, chapter 24.

(2) Seal

The seal of the Council shall be in the form impressed on the margin hereof.

(3) Time and Place of Council Meetings

- (1) Meetings of the Council may be held at any place in Canada as the Council may from time to time determine; provided, however, that the Council shall meet at least twice a year.
- (2) Meetings of the Council may be held at any time and at any place without formal notice if all the members of the Council are present thereat or those absent have signified in writing their consent to the meeting being held in their absence. Any consent required by this section or section 7 of this by-law shall be effective whether given before or after a meeting to which it relates and may be given with respect to all meetings of Council.
- (3) A meeting of the Council may be convened by the President, Vice-President or any two members of the Council or by the Secretary on the direction of the President, Vice-President or any two members of the Council. Notice of such meeting shall be delivered by courier, facsimile or email to each member not less than 7 calendar days before the meeting is to take place. Notice of any meeting may be waived by any member.

(4) Quorum

A majority of all appointed members shall form a quorum for the transaction of business.

(5) Voting

Questions arising at any meeting of the Council shall be decided by a majority of votes. In the case of an equality of votes, the Chairman in addition to his original vote shall have a second or casting vote.

(6) Chairing of meetings

The Vice-President shall, if present, preside at all meetings of the Council. In the event that no Vice-President has been elected or if the Vice-President is absent, the meeting shall be chaired by such person as the members shall elect from among those present.

(7) Teleconferencing or videoconferencing

Meetings of the Council may be held by means of telecommunication system (e.g., telephones or computer terminals) that permits all persons participating in the meeting to communicate effectively with each other. Members participating in such a meeting by such means are deemed to be present at that meeting.

(8) Budgets and programme of activities

The President shall submit to the Council each year, for its consideration and approval, proposals for programme activities and the corresponding expenditures for the following fiscal years prior to submission of the same for government approval, it being understood that periodical review of the programme of activities shall also be carried out by Council.

(9) Executive Committee

- (1) There shall be an executive committee of the Council constituted in accordance with the Act;
- (2) The Executive Committee shall meet at the call of the President, Vice-President or any two members of the Executive Committee or by the Secretary on the direction of the President, Vice-President or any two members of the Executive Committee. Notice of such meeting shall be delivered by courier, facsimile or email to each member not less than 7 calendar days before the meeting is to take place. Notice of any meeting may be waived by any member;
- (3) The quorum of the Executive Committee shall be a majority of the members thereof;
- (4) Decisions by the Executive Committee shall be taken by majority vote, but in case of an equality of votes the matter in question shall be referred to the Council for decision;
- (5) Except as otherwise provided, the Executive Committee shall exercise all the powers and functions of the Council between meetings of the Council;
- (6) The Vice-President shall, if present, preside at all meetings of the Executive Committee. In the event that no Vice-President has been elected or if the Vice-President is absent, meetings of the Executive Committee shall be presided over by a member selected by the Executive Committee from its members.
- (7) Meetings of the Executive Committee may be held by means of telecommunication system (e.g., telephones or computer terminals) that permits all persons participating in the meeting to communicate effectively with each other. Members participating in such a meeting by such means are deemed to be present at that meeting.

(10) Donations to the Council

Donations to the Council may be accepted by the President or other officers as designated from time to time by the Council; such donations should be reported at least once a year to the Council.

(11) Associates

The Council may by resolution appoint any number of associates to the Council. Any associate so appointed shall have the same rights and privileges as a member of the Council except that he may not vote at any meeting of the Council or a committee thereof nor receive any remuneration or expenses from the Council.

12) President of the Council

The President shall:

- (1) Be a member of Council, in accordance with the Act; shall attend Council and Executive meetings and have the right to vote.
- (2) Be an ex-officio member of all committees of Council, other than the Executive Committee, unless Council, upon recommendation of the President, decides by resolution to exclude specific committees.
- (3) Be the Chief Executive Officer of the Council and subject to the Act, the Provisions of this by-law and any resolution of the Council, shall exercise general management and control over the Council's business and affairs.
- (4) Have authority to appoint persons to the staff of the Council to perform duties of a temporary nature for a period not exceeding 6 months.
- (5) At such times as the Council or the Executive Committee is not meeting, appoint such officers and employees as are necessary for the conduct of the work of the Council. Any appointment made shall be reported for ratification to the Executive Committee, or to the Council if the Executive Committee is not meeting within six months of such appointments.

(13) Vice-President of the Council

If the Council elects a Vice-President in accordance with the Act, such Vice-President shall:

- (1) Preside at meetings of the Council and at meetings of the Executive Committee.
- (2) Be an ex-officio member of all committees of the Council, other than the Executive Committee.
- (3) Assist the President in the execution of his/her duties as he/she may be requested by the President.

(14) Amendment

No by-law may be amended by Council unless a copy of the proposed amendment is delivered to all members 30 days prior to the meeting called to consider said amendment.

(15) Officers of the Council

The officers of the Council shall be the President, Vice-President and those members of the staff designated as officers by the Council. The powers and duties of all officers and employees of the Council shall be such as may be assigned to them from time to time by the Council or as may be called for by the terms of their engagement.

(16) Special or Standing Committees

- (1) The Council may by resolution appoint from time to time such special or standing committees of the Council as it may deem necessary to investigate and consider any matters pertaining to the affairs of the Council and to report back thereon to the Council.
- (2) The quorum of meetings of a special or standing committee of the Council shall be a majority of the members thereof.
- (3) A special or standing committee of the Council shall, within guidelines approved by the Council, determine the manner in which its proceedings are to be conducted.

(17) Advisory Committees

- (1) The Council may by resolution appoint from time to time such advisory committees, composed of members of the Council and other persons, as it may deem necessary to advise it on matters pertaining to the affairs of the Council.
- (2) The quorum for meetings of an advisory committee shall be a majority of the members thereof.
- (3) An advisory committee shall, within guidelines approved by the Council, determine the manner in which its proceedings are to be conducted.

(18) Execution of Instruments

- (1) Contracts, documents, or instruments in writing requiring the signature of the Council may be signed by the President or by two or more officers of the Council as may be designated by the President in writing.
- (2) The President may from time to time appoint any officer or officers, person or persons either to sign contracts, documents and instruments in writing generally, or to sign specific contracts, documents or instruments in writing.
- (3) The seal of Council when required to be affixed to contracts, documents and instruments in writing signed as aforesaid shall be so affixed by the officer or officers appointed by the President pursuant to the provisions of paragraph (1) above.