



Canadian Society for Molecular Biosciences
Société Canadienne pour les Biosciences Moléculaires

Policies relating generally to the conduct of the affairs of

Canadian Society for Molecular Biosciences

(the "Corporation")

BE IT ENACTED as policies of the Corporation as follows:

1. **Definition** In these and all other policies of the Corporation, unless the context otherwise requires:
 - a. **"Policy"** means a method or strategy, approved by resolution of the directors, that shall be followed by the officers and employees or volunteers of the Corporation so that it may achieve its goals and purpose, in accordance with the bylaws and as may be amended from time to time.
 - b. **"Francophone"** means a person whose preferred language is French and who is working currently in a French-speaking or a bilingual institution.
2. **Goals and Purpose** The goals and purpose of the Society shall be to foster and advocate on behalf of research and education in Biochemistry, Molecular Biology, Cell Biology and Genetics in Canada, and to undertake partnership activities with international Societies that may further facilitate this intent. These activities will include, but not be limited to, an Annual Conference that may be national or international in scope and conducted on a topic or topics of interest to the Members of the Society.
3. **Membership** Notwithstanding that all members shall have equal voting rights at meetings of the members, there shall be three functional classes of members: Students/Post-doctoral fellows, Regular and Emeritus. Students shall be any individuals registered in a full-time program of study leading to the masters or doctorate degree. Post-doctoral fellows shall have obtained a doctoral degree and be pursuing additional research training. Persons who through research or scholarship have demonstrated an interest in Biochemistry, Molecular Biology, Cell Biology and/or Genetics shall be eligible for regular membership. Regular Members who have reached retirement age, as established by the regulations of their employers, and who have ceased active employment, shall be eligible to become Emeritus Members.
4. **Board of Directors**
 - a. The management of the Society shall be vested in a Board of Directors consisting of a President, Vice-President, immediate Past-President, Secretary, Treasurer, and at least six other members.
 - b. Effective at the 2015 Annual General Meeting and thereafter, the terms of office of the Vice-President, President and Past-President shall be two years. The term of office of the Secretary and Treasurer shall be indefinite, continuing with the mutual consent of the officers and the Directors. Members of the Board of Directors without office shall be elected for a period of two years (renewable).

- c. A Vice-President shall be elected biennially, and shall then serve as President and subsequently as Past-President. The terms of office take effect on July 1st of the year of election, unless otherwise specified by the Board.
- d. The Nominating Committee should ensure that the composition of the Board of Directors includes both Francophones and Anglophones and men and women and should reflect the diversity of scientific interests of the membership of the Society.
- e. All Members shall be eligible to vote during the Annual General Meeting in the elections of the Board of Directors. The Board of Directors shall have power to fill any interim vacancy with an elected member without office. The resulting vacancy in the Board of Directors shall be filled at the next scheduled election.
- f. A quorum at scheduled Board business meetings shall be five members, one of whom must be the President or Vice-President, who shall serve as Chair of the meeting. Members participating by teleconference or videoconference shall be considered as contributing to the quorum.
- g. The office of President shall be automatically vacated:
 - (i) if the President resigns the office by delivering a written resignation to the Secretary of the Society; or
 - (ii) if at a special general meeting of members a resolution is passed by three-quarters of the members present that the President be removed from office; or
 - (iii) on the death of the President.
- h. Members of the Board of Directors shall not receive any remuneration for their services but, by resolution of the Board of Directors, expenses may be allowed for their attendance at each regular or special meeting of the Board of Directors, or in other special activities on behalf of the Society.
- i. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary; such persons shall have the authority and perform the duties prescribed by the Board of Directors at the time of appointment.
- j. The remuneration of all officers, agents and employees shall be fixed by resolution of the Board of Directors.
- k. The Board may from time to time appoint or accept additional members to allow it to gain additional expertise or breadth for specific functions and/or durations.

5. **Nominations and Elections:**

- (a) **Nominating Committee:** The Chair of the Nominating Committee shall be the Past-President of the Society, who shall appoint up to two additional Directors to assist in the Nomination Process, by which new Directors and Officers of the Corporation are proposed for election by Members at the Annual General Meeting.
- (b) Additional nominations by Members may be made from the floor during the Annual General Meeting prior to the vote.

6. **Meetings:**

- (a) The Society shall meet annually. Unless otherwise approved by the Directors, the meeting shall be held on the occasion of the annual Conference of the Society. Other business meetings may be held at the discretion of the Board of Directors.
- (b) For the transaction of business at the annual meeting fifteen members shall constitute a quorum.

7. Fiscal Year:

The fiscal year of the Society shall extend from the first day in January to the last day in December.

8. Dues:

(a) Society dues shall be determined at the Annual General Meeting by a vote of the members on a recommendation submitted by the Treasurer with the approval of the Board of Directors.

(b) Dues shall be payable on receipt of a statement from the Treasurer.

(c) Any member whose dues have not been paid for three years or more and who has been so notified in writing by the Treasurer shall cease to be a member of the Society but shall be eligible for re-admission to membership upon payment of back dues.

9. Science Advocacy: The Society shall partner with appropriate groups and undertake activities in support of Science Advocacy, Funding and Policy Development on behalf of its Members.

10. Financial Report: At the Annual General Meeting, the Treasurer shall submit a financial statement certified by an auditor to be appointed by the President. The financial statement and minutes of the Annual General Meeting shall be posted on the Society website each year.

11. Provisions Upon Dissolution of the Society: It is specially provided that, in the event of dissolution of the Society, all its remaining assets after payment of its liabilities shall be distributed to one or more recognized charitable organizations in Canada as recommended by the Society membership.

12. Indemnities: to Officers of the Society and others acting on its behalf.

(a) Every Officer of the Society 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 and Director's Liability Insurance, from and against:

(b) All costs, charges and expenses which such Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of their office or in respect of any such liability;

(c) All other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

(d) No member of the Society shall bring legal action against any Officer of the society or member of the Executive of the Society for discharging the duties of that position in good faith.