

Suggested Provisional By-Laws of the Canadian
Acoustical Association

OBJECTIVES OF THE ASSOCIATION

1. The Association has as its objectives the following:
 - (a) The fostering of high standard of scientific, engineering and medical endeavour in all the branches of acoustics in Canada
 - (b) The encouraging of liaison between individuals, groups, governments, and other organisations engaged in activities relating to acoustics and
 - (c) the dissemination of knowledge relating to acoustics and its applications.

It is not the purpose of the Association to seek to establish the professional status of its members, believing this is the concern of other organisations.

It may, however, give special recognition or awards to individuals who, in the opinion of the board of directors of the Association, are particularly meritorious.

In the following the word "Corporation" is deemed to refer to the Association.

CORPORATE SEAL

2. The name of the corporation shall be the Canadian Acoustical Association and the seal of the corporation shall be in such form as shown below :



CONDITIONS OF MEMBERSHIP

3. Membership in the corporation shall be available to all persons interested in furthering the objectives of the corporation and whose applications for admission as members have received the approval of the board of directors.
4. A charge shall be made for membership and shall be levied equally upon all members.
5. Any member may withdraw from the corporation by delivering to the corporation a written resignation and lodging a copy of the same with the secretary of the corporation.
6. Any member may be required to resign by a vote of three-quarters of the members at an annual meeting.

HEAD OFFICE

7. The head office of the corporation shall be located at the City of _____, in the Regional Municipality of _____ and Province of _____, Canada, at the place therein where the business of the corporation may from time to time be carried on.

8. The corporation may establish such other offices and agencies elsewhere within Canada as the board of directors may deem expedient by resolution.

BOARD OF DIRECTORS

9. The property and business of the corporation shall be managed by a board of eight directors of whom a majority shall constitute a quorum. The board of directors may on literature of the corporation be designated as a board of governors.

10. Directors shall be eligible for re-election at the annual meeting of members for terms of service which do not exceed four years in total.

11. The office of director shall be automatically vacated

- (a) if a director shall resign his office by delivering a written resignation to the secretary of the corporation,
- (b) if he is found to be a lunatic or becomes of unsound mind,
- (c) if he becomes bankrupt or suspends payment or compounds with his creditors,
- (d) if at the annual meeting or special general meeting of members a resolution is passed by three-quarters of the members present at the meeting that he be removed from office,
- (e) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the directors may by resolution fill the vacancy with a person in good standing on the books of the corporation as a member.

12. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that five days notice of such meeting shall be sent in writing to each director. No formal notice shall be necessary if all directors are present at the meeting or waive notice thereof in writing.

13. Directors, as such, shall not receive any stated remuneration for their services.

14. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his successor is elected. A director shall hold office until the next annual meeting of members following his election or appointment.

15. 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.

16. Upon election at the first annual meeting of members, the board of directors then elected shall replace the provisional directors named in the letters patent of the corporation.

17. A majority of 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.

18. The board of directors shall take such steps as they may deem requisite to enable the corporation to receive donations and benefits for the purpose of furthering the objects of the corporation.

OFFICERS

19. The officers of the corporation shall be a president, immediate past president, executive secretary, editor, treasurer, the conveners of the next and last annual meeting of the Association and such other officers as the board of directors may by by-law determine. The offices of executive secretary and treasurer may not be held by the same person.

20. The president and other officers, apart from the immediate past president and the conveners of the next and last annual meeting, shall be elected at the annual meeting of members.

21. There may be such honorary officer or officers as the board of directors may from time to time consider advisable and they shall hold office for such period of time as may be prescribed by the board.

22. The board 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 at the time of such appointment.

23. The officers of the corporation shall hold office for one year and/or until their successors are elected or appointed in their stead.

DUTIES OF OFFICERS

24. The president shall be the chief executive officer of the corporation. He shall preside at all meetings of the corporation and of the board of directors. He shall have the general and active management of the business of the corporation. He shall see that all orders and resolutions of the board are carried into effect and he with the executive secretary or other officer appointed by the board for the purpose shall sign all by-laws and other documents requiring the signatures of the officers of the corporation.

25. The past 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 by the board. He will prepare a list of candidates for presentation to the Annual General Meeting for consideration by that meeting prior to the conducting of elections.

26. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all

moneys 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 shall disburse the funds of the corporation as may be ordered by the board, 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 transactions as treasurer and of the financial position of the corporation. He shall also perform such other duties as may from time to time be determined by the board.

27. The executive secretary shall attend all sessions 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. When the business of the Association is conducted by the directors by mail he will similarly act as clerk and keep records. He 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 shall be. He shall be custodian of the seal of the corporation, which he 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.

EXECUTIVE COMMITTEE

28. The board of directors may from time to time elect from among its number an executive committee consisting of such number of members, not less than two, as the board of directors may by resolution determine. Each member of the executive committee shall serve during the pleasure of the board and, in any event, only so long as he shall be a director. The board of directors may fill vacancies in the executive committee by election from among its number. Whenever a vacancy shall exist in the executive committee, the remaining members may exercise all its power so long as a quorum remains in office.

29. During the intervals between the meetings of the board of directors the executive committee shall possess and may exercise (subject to any regulations which the directors may from time to time impose) all the powers of the board of directors in the management and direction of the affairs of the company (save and except only such acts as must by law be performed by the directors themselves) in such manner as the executive committee shall deem best for the interests of the corporation in all cases in which specific directions shall not have been given by the board of directors.

30. Subject to any regulations imposed from time to time by the board of directors, the executive committee shall have power to fix its quorum at not less than a majority of its members and may fix its own rules of procedure from time to time.

31. Meetings of the executive committee may be held at the head office of the company or at any other place in or outside Canada. The executive committee shall keep minutes of its meetings in which shall be recorded all action taken by it, which minutes shall be submitted as soon as practicable to the board of directors.

MEETINGS

32. The annual meeting of the members of the corporation shall be

held at the head office of the corporation or elsewhere in Canada as the board of directors may designate. At such meeting the members shall elect a board of directors and shall receive a report of the directors.

33. Twentyeight days prior written notice shall be given to each member of any annual or special general meeting of members. Twelve members present in person at the meeting shall constitute a quorum. Each member present at a meeting shall have the right to exercise one vote.

AMENDMENT OF BY-LAWS

34. The by-laws of the corporation 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 members at a general 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. Such amendments shall be presented to the next annual meeting of the Association for its consideration.

35. A member may appoint as his proxy any other member to vote at any annual or special general meeting provided such appointment is made in writing and the secretary of the Association is so informed.

36. At all meetings of members of the corporation every question shall be determined by a majority of the votes cast at the meeting unless otherwise specifically provided by the Canada Corporations Act or by these by-laws.

37. The financial year of the corporation shall be the year starting on 1st September.

AUDITORS

38. The members shall at each annual meeting appoint an auditor to audit the accounts of the corporation to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration, if any, of the auditor shall be fixed by the board of directors.

SIGNATURE AND CERTIFICATION OF DOCUMENTS

39. Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two of the president, immediate past 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 directors shall have power from time to time by by-law to appoint an officer or officers on behalf of the corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. 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.

RULES AND REGULATIONS

40. 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 annual meeting of the members of the corporation when they shall be confirmed, and in default of confirmation at such annual meeting of members shall at and from that time cease to have force and effect.

41. In these by-laws the singular shall include the plural and the plural the singular; the masculine shall include the feminine.

IN WITNESS WHEREOF we have hereunto set our hands at the City of
 , this day of 197

Applicants