



# INTERNATIONAL SOCIETY OF INDOOR AIR QUALITY AND CLIMATE, INC.

## **Bylaws**

A by-law relating generally to the transaction of the business and affairs of The International Society of Indoor Air Quality and Climate, Inc. (the Society); BE IT ENACTED as a by-law of the Society as follows:

- I Name and Offices
- II Objective
- III Membership
- IV Directors
- V Meetings of the Membership
- VI Enactment, Repeal and Amendment of By-Laws
- VII Financial Review Report
- VIII Trustees
- IX Election Procedures
- X Society Transactions
- XI Interpretation
- XII Rules and Regulations

## **ARTICLE I NAME AND OFFICES**

### **Section 1. Name:**

The name of this corporation is: **International Society of Indoor Air Quality and Climate, Inc.**

### **Section 2. Offices:**

The principal office for the transaction of the activities and affairs of this corporation is located at 2548 Empire Grade, Santa Cruz, Santa Cruz County, California. The board of directors may change the location of the principal office. Any such change of location must be noted by the secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

The Board of Directors may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

## **ARTICLE II OBJECTIVE**

The Society is an international, independent, multidisciplinary, scientific, non-profit organization whose purpose is to support the creation of healthy, comfortable and productivity-encouraging indoor environments.

## **ARTICLE III MEMBERSHIP**

### **Section 1 Qualification**

The members of the Society shall be those persons who are from time to time enrolled as members of the Society at its head office. There shall be maintained at the head office of the Society, or by the Secretariat of the Society, a list of members in good standing enrolled at such office. Save as otherwise expressly herein provided, the fee for membership in the Society, for each class of member (as hereinafter provided for), shall be such sum per annum as may be fixed from time to time by the Board.

### **Section 2 Classes of membership**

There shall be five classes of membership in the Society, namely:

- (a) Ordinary Members;
- (b) Student Members;
- (c).Affiliate Members
- (d) Corporate Members
- (e) ISIAQ Honorary Academy Fellows

The Board may by resolution prescribe additional classes of membership provided that such resolution shall have force and effect only until the next annual meeting of the members of the Society when it shall be confirmed, and failing such confirmation at such annual general meeting of members it shall cease to have any force and effect.

### **Section 3 Ordinary members**

Ordinary members shall be those individuals who have filed an application for such membership with the Society and who have been appointed as ordinary members by the Board.

### **Section 4 Student members**

Student members shall be those individuals in full time attendance in an accredited college or university. Student members shall not be entitled to vote.

### **Section 5 Affiliate Members**

“Affiliate Members” shall be those individuals normally residing in or citizens of a Developing Country and who have filed an application for such membership with the Society and who have been appointed as Affiliate Members by the Board.

## **Section 6 Corporate Members**

“Corporate Members” shall be those companies, corporations, partnerships, trusts, governmental agencies and unincorporated associations which have filed an application for such membership with the Society and who have been appointed as Corporate Members by the Board. Each Corporate Member shall appoint two (2) representative individuals or the purposes of holding office as a director, an officer or a committee member and for the purposes of receiving or waiving notice of, attending, forming a quorum or voting at a meeting of members, or the Board, or a committee and holding and giving a proxy at a meeting or a committee.

## **Section 7 ISIAQ Honorary Academy Fellows**

(1) The International Academy of Indoor Air Sciences (IAIAS) shall herein become an official component of ISIAQ. ISIAQ shall recognize former members of the Academy as “Academy Fellows of ISIAQ”.

(2) The Academy Fellows shall be those individuals previously selected by the IAIAS, and to be selected in the future by the Fellows. Fellows represent an honored role for those who through their scholarship or practice have advanced the field on indoor air science in an extra ordinary manner. Fellows shall be selected through a rigorous nomination, recommendation and review process governed by the Fellows. Fellows shall be entitled to the term “Academy Fellow of ISIAQ” for life but shall not be entitled to any other benefits to which Ordinary members are entitled unless a Fellow has paid the then current annual membership fee.

(3) The Academy shall:

- Promote scholarships, honoring young and senior investigators and provide travel awards for deserving participants in international and local conferences
- Engage in fund raising to create an endowment for honorary awards and travel scholarships
- ISIAQ will allocate a portion of its revenues (a minimum of 2% of the registration fees for official ISIAQ organized conferences) to the Academy of Fellows in support of their activities.

## **Section 8 Termination of membership**

Members are expected, at a minimum, to be in good standing as to having paid required dues, and to abide with the Code of Ethics that are signed by the member at the onset of their membership. The membership of any member shall be automatically terminated if such member fails to pay any fee within sixty days after it is due. Such termination of membership shall not prejudice the member's right to apply for re-admission. The Board may, by a resolution passed by a two-thirds majority vote, terminate any membership for just cause.

## **Section 9 Resignation**

Any member of the Society may resign as a member of the Society by letter addressed to the Secretary of the Society. The Board may, by resolution passed by a majority vote, request any member to resign.

## **Section 10 Liaisons with Affiliate organizations**

The Board may from time to time, designate by Resolution such affiliate organizations as it deems in the best interest of the Society. Any designated affiliated organization may, at the

pleasure of the Board, be permitted to have representation at meetings of the Board or any committee in an observer capacity.

## **ARTICLE IV DIRECTORS**

### **Section 1 Number**

The affairs of the Society shall be managed by a board of directors (herein referred to as the "Board") consisting of not less than five (5) and not more than fifteen (15).

### **Section 2. Election and Qualification –**

(1) Directors shall be individuals eighteen or more years of age and shall, at the time of their election or nomination and throughout the term of their office, be members of the Society.

(2) The applicants for incorporation shall be the first directors of the Society whose term of office on the board of directors shall continue until their successors are elected or appointed in accordance with the by-laws. Directors shall be elected in accordance with Section IX.

(3) The Board of Directors shall consist of the President, VP (Policy), VP (Practice), VP (Research), the Treasurer, the Secretary, the immediate Past President, the Designated representative of the Academy Fellows and other individuals as the members may by resolution determine, subject to the limitations on numbers in Section 1. The representative of the Academy of Fellows will serve on the Board as a non-voting member, in an advisory capacity, unless he/she simultaneously holds an elected position. It is recommended, but not mandated, that the VP of Practice be a practitioner working in the field (with a special focus on indoor air quality).

(4) The Directors' term of office shall be for three (3) years from the date of the annual general meeting next following their election until the third annual general meeting next following or until their successors shall have been duly elected whichever comes first. The new Directors take office at the end of the "date of the annual general meeting"

### **(5) Vacation of office**

A person ceases to be a director or an officer of the Society:

- (a) if he or she becomes bankrupt;
- (b) if he or she is found by a court to be mentally incompetent or of unsound mind;
- (c) if by notice in writing to the Secretary of the Society he or she resigns the office;
- (d) if he or she ceases to be a member of the Society;
- (e) on death; or
- (f) in the case of an ex-officio director, if he or she ceases to hold the office which entitled him or her to be a director.

### **(6) Removal of directors and officers**

The members of the Society may, by resolution passed by at least two thirds of the votes cast at an annual general meeting of which notice specifying the intention to pass such resolution has been given, remove any director or officer before the expiration of his/her term of office and may,

by majority of the votes cast at such meeting, elect any member in his/her stead for the remainder of his/her term.

(7) **Remuneration of directors and representatives**

The directors of the Society shall serve without remuneration (except as noted below) and no director shall directly or indirectly receive any profit from his/her position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his/her duties. Nothing herein shall be construed to preclude any director from serving the Society as an officer or in any other capacity and receiving compensation therefore.

(8) Inasmuch as ISIAQ has operated as a non-profit corporation under the laws of Canada and the Province of Ontario since 1994, and inasmuch as it has elected a Board of Directors according to the procedures outlined in these By-laws, the Directors elected in 2006 will serve out the remainder of their terms and perform the duties described herein.

**Section 3. Duties –**

The Officers of this corporation shall perform the duties usually performed by such officers, together with such duties as shall be prescribed by the Bylaws or by of this corporation and may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not by the by-laws or any resolution of the Society or by statute expressly directed or required to be done by the Society at a meeting of members.

**Section 4. Vacancies**

If the positions of President or Vice Presidents become vacant, they shall be filled by election of the Executive Officers.

From time to time in the event of any vacancy however caused occurring in the Board (except through an increase in the number of directors), such vacancy may, as long as there is a quorum of directors then in office, be filled by the directors (from among the members of the Society) if they shall see fit to do so; otherwise, such vacancy may be filled at the next annual general meeting of members; and any director appointed or elected to fill any such vacancy shall hold office for the unexpired term of the director who ceased to be a director and who caused such vacancy.

**Section 5. Meetings of Directors**

(1) **Place of meeting**

Meetings of the Board may be held either at the head office of the Society or at any place within or outside California. A meeting of the Board may be convened by the President or any two directors at any time and the Secretary by direction of the Board, the President or any two directors shall convene a meeting of the directors.

(2) Notice of any meeting of the Board shall be delivered or mailed or sent by telecopy or otherwise communicated to each director not less than seven days if mailed and not less than two days if delivered, sent by facsimile, telecopy or otherwise communicated (exclusive of the day on which the notice is delivered or mailed or sent by telecopy or otherwise communicated but inclusive of the day for which notice is given) before the meeting is to take place; provided

always that meetings of the Board may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any director.

(3) For the first meeting of the Board to be held at an annual general meeting of the members immediately following the election of directors or for a meeting of the Board at which a director is appointed to fill a vacancy in the Board, no notice of such meeting need be given to the director or directors so elected or appointed in order for the meeting to be duly constituted, provided that a quorum of the directors is present.

(4) If all of the directors of the Society consent thereto generally or in respect of a particular meeting, any one or more directors may participate in a meeting of the board or of a committee of the board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

(5) A resolution in writing, or its electronic equivalent, signed, or affirmed via electronic means, by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.

#### **Section 6. Chairman of general meeting**

The President shall preside at all meetings of the Board and of the members. In the absence of the President at a meeting of the Board, the directors present shall choose one of their numbers to be Chairman of the meeting. In the absence of the President at a meeting of members, the members present shall choose one of the other directors present to be Chairman of the meeting.

#### **Section 7. Quorum**

A quorum at any meeting of the Board shall be the presence in person of not less than three (3) of the number of directors in the office.

#### **Section 8. Voting**

(1) Questions arising at any meeting of the Board shall be decided by a majority of votes. All votes shall be recorded into the minutes unless confidentiality is agreed to *a priori* by a formal motion. In case of an equality of votes, the Chairman of the meeting, in addition to his/her original vote, shall have a second or casting vote to decide the matter..

(2) At any meeting unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the motion. If a poll of the BOD is necessary on any motion before the BoD, the record of such a poll would in effect serve as “conclusive evidence” that the motion had or had not passed.

## **Section 9. Officers and Administrator**

(1) Officers. The members at large shall every three (3) years or as often as may be required, elect, in accordance with Article IX, a President, Vice-President (Policy), Vice-President (Research), Vice-President (Practice) the Treasurer, the Secretary and such other officers as the members may by resolution determine. The officers who shall have such authority and shall perform such duties hereinafter set forth or as may from time to time be prescribed by the members.

(2) Administrator. The Board may appoint an administrator who in such capacity shall be responsible for the day to day operations of the Society, subject to the direction and control of the Board and the President. In addition to or instead of the foregoing, the administrator shall have such other powers and shall perform such other duties as from time to time may be conferred upon or assigned to him by the Board or the President and shall, if requested to do so, serve as an ex officio non voting director of the Society. Unless otherwise designated by the Board of Directors, the Administrator shall come from within the Secretariat, being that administrator role is aligned directly with that of the function of the Secretariat.

(3) Remuneration and removal of officers

The directors may fix the remuneration (if any) to be paid to officers of the Society. All officers shall be subject to removal in accordance with sub-article 3.05.

(4) Officers' term of office

The officers' term of office shall be for three (3) years from the date of the annual general meeting next following their election until the third annual general meeting next following or until their successors shall have been duly elected or whichever comes first.

(5) President

a) The President shall sign such contracts, documents or instruments in writing as require his or her signature. The President shall be (the chief officer of the Society and shall be) responsible to the Board for the co-ordination of all affairs of the Society. In all matters affecting the Society, the President shall be deemed to be an agent of the Society acting under the authority and at the express intention and express direction of the Board or any committee thereof, as the case may be.

b) In addition to any other authority or duties conferred by direction of the Board, the President shall exercise general and active supervision over:

i) the selection, employment, supervision and discharge of all employees, subject to ratification of same by the Board;

ii) the formation of a special ad hoc committee, from year to year, comprised of himself and two other officers of the Society, for the establishment of salaries and any other administrative matters affecting the establishment and maintenance of the head office, or operations office, of the Society and the personnel employed therein;

c) the preparation and submission of such reports and statements as the Board may from time to time direct be prepared and submitted to the Board, to any director or officer of the Society or to any meeting of the members of the Society;

d) approving the preparation and finalization of the annual budget by the Treasurer for the Society, showing expected revenues and expenditures; and

(6) Vice-Presidents

There shall be Vice-President (Policy), Vice-President (Research) and Vice-President (Practice). Each Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The Vice-President shall sign such contracts, documents or instrument in writing as require his, her or their signatures and shall have such other powers and duties as may from time to time be assigned to him, her or them by the Board.

(7) Secretary

The Secretary shall, when present, act as secretary of all meetings of directors and members, shall have charge of the minute books of the Society and the documents. The Secretary shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as an incident to his or her office.

(8) Treasurer

Subject to the provisions of any resolution of the Board, the Treasurer shall have the care and custody of all the funds and securities of the Society and shall deposit the same in the name of the Society in such bank or banks or with such depository or depositaries as the Board may direct. The Treasurer shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office. The Treasurer may be required to give such bond for the faithful performance of his or her duties as the Board in their uncontrolled discretion may require, but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Society to receive any indemnity thereby provided.

(9) Past President

The Past President shall serve as an advisor to the Board to provide continuity with the past Board and to provide knowledge, experience and expertise on the Society's past policies and practices. The Past President shall be invited to attend Board meetings but shall not vote on Board resolutions.

**Section 10 Eligibility for re-election**

An incumbent President shall not be eligible for re election to the office of President for a consecutive term..

**Section 11. Committees**

(1) Nominating Committee

(a) The Society shall have a Nominating Committee consisting of the President and not less than two and not more than four (4) other members who shall be elected at an annual general meeting and shall remain in office until the third annual general meeting next following or until their successors shall have been duly elected whichever comes first..

(b) The Nominating Committee shall develop a list of nominees for election to office and solicit opinions on the proposed nominees from the directors and will obtain confirmation in writing from any proposed nominee that he/she is agreeable to stand for election. The list of nominees as prepared by the Nominating Committee shall be mailed, or transmitted electronically, to the members with the ballots. The Nominating Committee can, at its discretion, also provide a list of recommended nominees with the ballot; if a list of recommended nominees is provided to the members, it should not be on the ballot itself, but can be provided with the ballot.

(c) The Nominating Committee shall have the power to fix its quorum and elect its chair. The powers of the Nominating Committee may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of the Nominating Committee who would have been entitled to vote on that resolution at a meeting of the said Committee. The provisions of sub-articles 3.04 and 3.05 shall apply to members of the Nominating Committee, *mutatis mutandis*.

#### (2) Other committees

The Board may from time to time constitute such committees as it deems necessary to assist the directors in carrying on the affairs of the Society and shall prescribe the duties of any such committees.

### **Section 12. Indemnities to Directors, Officers and Others**

Every director or officer of the Society or any other person who has undertaken or is about to undertake any liability on behalf of the Society and his or her 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 Society, from and against,

- a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for 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; and
- b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

### **Section 13. For the Protection of Directors and Officers**

(1) No director or officer for the time being of the Society shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Board or for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or company with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through such director's or officer's own wrongful and willful act or through his or her own wrongful and willful neglect or default.

(2) The directors for the time being of the Society shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Society, except such as shall have been submitted to and authorized or approved by the Board. If any director or officer of the Society shall be employed by or shall perform services for the Society otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Society, the fact of his/her being a director or officer of the Society shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

## **ARTICLE V MEETINGS OF THE MEMBERSHIP**

### **Section 1. Meetings of Members**

#### **(1) Annual general meetings**

The Members of the Society shall be those persons who, in the discretion of the Board, are interested in achieving the objects of the Society and who are from time to time enrolled as members of the Society at its head office. The annual general meetings of the members shall be held at the head office of the Society, or such other place within or outside California, on such day in each year and at such time as the Board may by resolution determine. At annual general meetings there shall be presented a report of the directors of the affairs of the Society for the previous year, a financial statement of the Society, the financial report and such other information or reports relating to the Society's affairs as the directors may determine.

#### **(2) General meetings**

Other meetings of the members (to be known as "general meetings") may be convened by order of the President or by the Board to be held at any date and time and at any place within or outside California. In addition, the President shall call a general meeting of the members on receipt of a written requisition to do so of not less than 5% of the members entitled to vote at such meeting.

#### **(3) Notice**

A printed, written or typewritten notice stating the day, time and place of a meeting of the members and the general nature of the business to be transacted shall be served by sending such notice to each member of such meeting through the post in a prepaid wrapper including, but not limited to, a magazines, journal or newsletter), letter, or electronic mail not less than (fourteen) nor more than sixty days (exclusive of the day of mailing but including the day for which notice is given) before the date of every meeting directed to such address of each such member as appears on the books of the Society, or if no address is given therein, then to the last address of each such member known to the Secretary; provided always that a meeting of members may be held for any purpose at any date and time and at any place within California without notice if all the members are present in person at the meeting or if all the absent members shall have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any

member of the Society. A notice sent by email shall be deemed equivalent to said notice having been sent by mail.

(4) Omission of notice

The accidental omission to give notice of any meeting or the non receipt of any notice by any member of the Society shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

(5) Contents of notice

Notice of any meeting of members shall include a statement of the right of such member to appoint a proxy, who need not be a member, to exercise the same voting rights that the member appointing such a proxy would be entitled to exercise if present at the meeting. The notice of such meeting shall contain sufficient information concerning such business to permit the member to form a reasoned judgment on the decision to be taken.

(6) Proxies

At any meeting of members, a proxy duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such proxy, the same voting rights that the member appointing him or her would be entitled to exercise if present at the meeting. A proxy need not be a member of the Society.

(7) Chairman

In the absence of the President, the members present at any meeting shall choose another director to act as Chairman of the meeting and if no director is present or if all the directors present decline to act as Chairman, the members present shall choose one of their numbers to be Chairman of the meeting.

(8) Voting

a) Every question submitted to any meeting of members shall be decided by a majority of votes given on a show of hands unless otherwise specifically provided by statute or by these by laws. In case of an equality of votes, the Chairman of the meeting shall have, both on a show of hands and on a poll, have a second or casting vote. (Each member shall be entitled to one vote if present at a meeting in person or by proxy).

b) At any meeting, unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the motion.

(9) Polls.

If at any meeting a poll is demanded on the election of a Chairman or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question it shall be taken in such manner and either at once or later at the meeting or after adjournment as the Chairman directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

(10) Adjournments

The Chairman may with the consent of any meeting adjourn the same from time to time and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at the original meeting in accordance with the notice calling the same.

(11) Quorum.

A quorum for the transaction of business at any meeting of members shall consist of not less than ten (10) members present in person or represented by proxy; provided that in no case can any meeting be held unless there are five (5) members present in person.

(12) Electronic communications and meetings

The conduct of matters pertaining to meetings of members include electronic means including notice of meetings, discussion and voting provided that a minimum of 1 month's notice and 2 reminders are given within that month period.

## **ARTICLE VI ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS**

### **Section 1 Adoption**

By-laws of the Society may be enacted, and the by-laws of the Society repealed or amended, by by-law enacted by a majority of the Board at a meeting of the Board and sanctioned by an affirmative vote of a majority of the members at a meeting of members duly called for the purpose of considering such by-law.

### **Section 2 Sanction by Society Members**

A copy of any by-law to be sanctioned at an annual or general meeting of members (including a by-law which amends or repeals an existing by-law) shall be sent to every member of the Society with the notice of such meeting.

## **ARTICLE VII FINANCIAL REVIEW REPORT**

The Board of Directors shall at each annual meeting review the Financial Review Report of the accounts of the Society as prepared by a Certified Public Accountant. The remuneration of the Certified Public Accountant shall be fixed from time to time by the Board.

## **ARTICLE VIII TRUSTEES**

### **Section 1. Duties of Trustees**

The Society shall have two (2) Trustees who shall be responsible for ensuring that the wishes of the general membership as expressed through resolutions of the membership passed at annual general meeting or other meetings of the general membership are fulfilled, for approving the minutes of meetings of the general membership and for ensuring that the operations of the Society and its activities generally are consistent with the constitution and by-laws of the Society.

## **Section 2 Election of Trustees**

Applicants for Trustees shall be elected in accordance with Article IX.

## **Section 3 Terms of Trustees**

(1) The Trustees shall be elected and retire in rotation. The Trustees shall be those individuals elected at the Annual General Meeting in 2008. (1) Trustee shall be elected to hold office until the third annual meeting of Members after that date. The second Trustee shall be elected at the 2009 general annual meeting of Members to hold office until the third annual general meeting after that date. Subsequently at annual general meetings of Members, a Trustee shall be elected to fill the position of the Trustee whose term of office has expired (if any) and each trustee so elected shall hold office until the third annual general meeting of Members after his/her election.

(2) Vacation of office: A person ceases to be a Trustee of the Society:

- a) if he or she becomes a bankrupt;
- b) if he or she is found by a court to be mentally incompetent or of unsound mind;
- c) if by notice in writing to the Secretary of the Society he or she resigns his/her office;
- d) if he or she ceases to be a member of the Society;
- e) on death; or
- f) in the case of an ex-officio, if he or she ceases to hold the office which entitled him or her to be a Trustee.

(3) Inasmuch as Trustees were elected in 2008 according to the procedures described herein, those Trustees will serve out their terms of office.

## **Section 4. Removal of Trustees**

The members of the Society may, by resolution passed by at least two thirds of the votes cast at an annual general meeting of which notice specifying the intention to pass such resolution has been given, remove any trustee before the expiration of his/her term of office and may, by majority of the votes cast at such meeting, elect any member in his/her stead for the remainder of his/her term.

## **Section 5. Remuneration of trustees**

The trustee of the Society shall serve without remuneration and no trustee shall directly or indirectly receive any profit from his/her position as such; provided that a trustee may be paid reasonable expenses incurred by him in the performance of his/her duties. Nothing herein shall be construed to preclude any trustee from serving the Society as an officer or in any other capacity and receiving compensation therefore.

## **Section 6. Annual Report**

Trustees shall submit a report annually to the general membership of the Society at the time of the annual general meeting.

## **Section 7. Access to records**

Trustees shall have full and complete access to any premises occupied by the Society and any financial records or books, leases, correspondence, files and any and all of such other records of

the Society as the Trustees may in their discretion deem appropriate; provided that the Trustee shall exercise their authority hereunder so as not to substantially interfere with or adversely affect the operation of the Society's activities.

## **ARTICLE IX ELECTION PROCEDURES**

### **Section 1. Effective Date**

The elected officers of the Society and the members of the Board of Directors, Nominating Committee and such other committees proposed at the annual general meeting shall take office at the end of the first annual general meeting following their election and shall hold office until their successors take office.

### **Section 2. Computation of time**

Where the time limit for the notification or performance of an activity pertaining to an election expires or falls on a Saturday or holiday, the time so limited extends to and the said activities may be done on the day next following that is not a Saturday or a holiday.

### **Section 3 Qualified electors**

Every member is in good standing and not in arrears to the Society for any fee or levy, is an elector qualified to vote at an election of officers of the Society.

### **Section 4 Nominee**

No person shall be elected as an officer of the Society or as a Trustee unless he has been nominated as provided in the by-laws of the Society, and every vote cast for any person not so nominated is void.

### **Section 5 Nominations in writing**

The nominations for President, Vice-President (Policy), Vice-President (Research), Vice-President (Practice) the Secretary and the Treasurer, and other individuals as the Board may by resolution determine to be necessary, shall be in writing and accompanied by a note signed by the nominee indicating his/her consent to be a candidate and by at least five persons entitled to vote at the election, and if not so signed, are void.

### **Section 6 Delivery of nomination**

Every nomination submittal shall be delivered at the registered office of the Society, or the Secretariat, or sent electronically so as to be received thereat on or before the ninetieth day prior to the next annual general meeting of the Society, and, if not so received, is void.

### **Section 7 Scrutinizers**

The President, Secretary and one of the Trustees (designated by the President), shall act as scrutinizers at the election.

### **Section 8 Members List**

(1) The Administrator or Secretariat shall, on or before the ninetieth day prior to the next annual general meeting of the Society prepare an alphabetical list of the members of the Society who are

entitled to vote at the elections. These lists, upon their request, may be examined by any member of the Society during normal business hours at the registered office of the Society, or by request receive an electronic copy of the list, and if a member of the Society complains in writing to the President of the improper omission or insertion of any name on the list, the President shall forthwith examine the complaint and rectify any error he/she may find.

(2) If any member of the Society is dissatisfied with the decision of the President, he may, in writing, request the President to refer his/her decision on to the remaining two scrutinizers who have been designated for the purpose of the election and who shall forthwith review the matter and give their decisions to the President before the sixtieth day prior to the next annual general meeting.

(3) The decision of a majority of the reviewing scrutinizers is final, and the list shall remain or be altered by the President in accordance with their decision. These lists as they stand on the sixtieth day prior to the date of the next annual general meeting shall be signed by the President and the two remaining scrutinizers, and constitute the lists of those entitled to vote at the elections.

### **Section 9 Acclamation**

Where only one candidate remains in respect to any one particular office of the Society or of any of the divisions of the Society, he/she shall be certified by the President to have been elected to that office by acclamation. An individual who is elected to an office by acclamation shall not be eligible for election to any other office.

### **Section 10 Ballots**

(1) When a poll is necessary, the President shall forthwith electronically send a ballot to each member whose name is on the list of persons entitled to vote (sent to his/her email address as shown on the books of the Society; letter ballot to be sent if no email address is available). The ballot shall be in the form approved by the scrutinizers, and include a memorandum of voting instructions.

(2) The form and content of the ballot, the accompanying voting instructions (vote to be returned electronically, unless no email is available for the member, whereupon a letter ballot shall be sent with return envelopes for submittal) shall be as the scrutinizers consider will best ensure the secrecy of their votes.

### **Section 11 Return of ballots**

Every voter shall send his or her ballot electronically (or enclose his or her ballot in the envelope or envelopes if no email is available) provided in accordance with the voting instructions and deliver it (or send it by mail) to the office of the President so that it will be received thereat on or before the thirtieth day prior to the next annual general meeting.

### **Section 12 Counting of ballots**

(1) Beginning on the day following the last day for receiving ballots and proceeding daily thereafter, except on Saturdays and holidays, the ballots shall be reviewed/opened by the Administrator or his/her representative and with the oversight of the President or his/her

representative with assistance of the remaining scrutinizers who shall scrutinize and count the votes and keep a record thereof in a book which the Society shall maintain for the purpose.

(2) In counting the votes, the scrutinizers may utilize any mechanical, electronic, or other device that it is approved by the Board for that purpose.

### **Section 13 Counting of Votes**

(1) A vote cast for any person whose name is not on the list of candidates or who is ineligible to be a candidate is void, and the election shall be reported as if such a vote had not been cast.

(2) If two or more candidates for any one office receive the same number of votes which leaves the election of that officer undecided, the scrutinizers shall forthwith put into a ballot box a number of papers with the names of the candidates who received the same number of votes written thereon, one for each candidate, and the President or his/her representative shall draw by chance from the ballot box, in the presence of the Secretary or his/her representative, one of such papers, and the candidate whose name appears upon the paper so drawn shall be certified as having been elected to that office.

(3) Subject to sub Article IX, Section 13 (4), the candidate for each office who has received the highest number of votes shall be certified forthwith by the President as having been elected to that office.

(4) In the event that an individual has stood for more than one office and has received the highest number of votes with respect to more than one office, such individual shall, within fifteen (15) days of being advised by the President of the election results, select which office he wishes to hold and the candidate receiving the second highest number of votes shall be certified as having been elected to the remaining office of which the individual had stood in the election.

### **Section 14 Certificate of results**

The President shall forthwith after making the certification mentioned in the previous paragraph report the results to the membership in such manner as the President deems acceptable.

### **Section 15 Modification of election procedure**

If for any cause an election of an officer is not held as provided in these provisions, the Board shall make all provisions necessary for holding an election and fix the dates for nomination of the candidates and for taking, counting and recording the votes thereat and declaring the results thereof, but any such election shall, as so far as is practical, conform to these rules.

### **Section 16 Appeals**

(1) Any member who was qualified to vote at an election of officers or Trustees may, in accordance with the following provisions, petition the Society against the election of any officer or Trustee. Such a petition shall not be entertained unless it is filed with the President within fifteen days next following the date on which the result of the election was certified under paragraph Article IX, Section 14 and unless it contains a statement of grounds on which the election is disputed and unless a copy thereof is served within twenty days next following such

date upon the officer petitioned against.

(2) The petitioner shall deposit with his/her petition, One Hundred Dollars (\$100.00) to meet any cost that the officer or Trustee petitioned against may in the opinion of the Board, be put to, and the Board may in the event of a petition being dismissed, award such a sum to be paid to the officer petitioned against as in their opinion is just, and the Board in its discretion, in the event of it being decided that the officer or Trustee was not duly elected or qualified, may award costs to the petitioner.

(3) The Board shall appoint an ad hoc committee to inquire into matters raised in an election petition and the committee shall report thereon to the Board as soon as reasonably possible.

(4) The Committee of Inquiry shall appoint a day, time and place for the hearing of the petition and give notice there of to the petitioner and to the person petitioned against.

(5) Upon receipt of the report of the Committee of Inquiry, the Board shall find the officer or Trustee petitioned against duly elected or qualified or not duly elected or qualified.

(6) Where the officer or Trustee petitioned against is found to be not duly elected or qualified, the Board shall name the candidate for that office having the highest number of votes next after the officer or Trustee who was elected and shall declare such person to be a duly elected and qualified officer in place of the officer or Trustee petitioned against.

(7) The President shall notify all parties concerned of the disposition of the petition by the Board.

(8) The President may destroy the ballots and other papers relating to an election of officers after all petitions resulting from the election have been disposed of.

## **ARTICLE X SOCIETY TRANSACTIONS**

### **Section 1. Checks, Drafts, Notes etc.**

All checks, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Society, in such manner as the Board may from time to time designate by resolution..

### **Section 2. Execution of Contracts etc.**

Contracts, document or instruments in writing requiring the signature of the Society may be signed by the Administrator as represented by the Office of the Secretariat with approval from the President..

(1) The term "contracts, documents or instruments in writing" as used herein shall include deeds, mortgages, hypothec, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

(2) In particular, without limiting the generality of the foregoing, any two of the President, Vice-President (Policy), Vice-President (Research), Vice-President (Practice), Treasurer and Secretary or any two directors are authorized to sell, assign, transfer exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Society and to sign and execute (under the corporate seal of the Society or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.

(3). Financial Year: The Board may by resolution fix the financial year end of the Society and the Board may from time to time by resolution change the financial year end of the Society. Unless otherwise designated, the financial year shall be considered as the Calendar Year.

#### **4) ISIAQ Fellows Annual Financial Report**

An annual report shall be submitted summarizing financial activities of the Academy Fellows for the year.

## **ARTICLE XI INTERPRETATION**

In all by-laws and special resolutions of the Society, the singular shall include the plural and the plural the singular; the word "person" shall include firms and corporations, and the masculine shall include the feminine and the neuter. Whenever reference is made in any by-law or any special resolution of the Society to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof, as the case may be.

## **ARTICLE XII RULES AND REGULATIONS**

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 general meeting of the members of the corporation when they shall be confirmed, and failing such confirmation at such annual general meeting of members shall at and from time to time cease to have any force and effect.