

**BY-LAWS
OF THE
BIO - OCEANS ASSOCIATION**

- 1 In these by-laws, unless there be something in the subject or context inconsistent therewith,
 - (a) "Association" means the BIO Oceans Association;
 - (b) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act;
 - (c) "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
 - (d) "Executive" means Board of Directors.

- 2 The mailing address of the Association is;
 - The BIO - Oceans Association
 - Bedford Institute of Oceanography
 - 1 Challenger Drive
 - Box 1006
 - Dartmouth, NS, B2Y 4A2

MEMBERSHIP

- 3 The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these articles, and none other, shall be members of the Association, and their names shall be entered in the Register of Members accordingly.

- 4 For the purposes of registration, the number of members of the Society is unlimited.

- 5 Each member of the Association shall be entitled to attend any meeting of the Association and to vote at any meeting of the Association. Each member is eligible to serve on any committee and to hold any office in the Association.

- 6 Membership in the Association shall not be transferable.

- 7.1 Individuals who (a) are presently working or who have retired from BIO or (b) were at one time employed at BIO or on its ships or (c) are DFO retirees outside BIO or (d) have not actually worked within the above organizations (DFO, NRCAN, DOE), but who were related to or in some way associated with them and who commits himself or herself to abide by the Memorandum and by-laws of the Association and to contribute to the support of the Association at least an amount to be determined annually at the annual general meeting, may be admitted to membership in the Association;

- 7.2 The entry in the Register of Members by the Treasurer of the name and address of any such individual shall constitute an admission to membership in the Association;

- 7.3 Each new member shall receive a copy of the Memorandum and Articles of Association.

- 8 Membership in the Association shall cease unless renewed prior to the commencement of the annual general meeting.
- 9 Membership in the Association shall cease upon the death of a member, or if, by notice in writing to the Association, he or she resigns his or her membership, or if he or she ceases to be, in the opinion of the Executive, committed to abide by the Memorandum and by-laws of the Association..

FISCAL YEAR

- 10 The fiscal year of the Association shall be from the first day of May to the last day of April in the following year.

MEETINGS

- 11.1 The annual general meeting of the Association shall be held during the month of May.
- 11.2 Additional general meetings of the Association may be called by the President or by the executive at any time, and shall be called by the executive if requisitioned in writing by at least ten percent of the members of the Association.
- 12 Except in the case of an emergency meeting, two weeks' notice of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members.
- 13 At each annual general meeting of the Association, the following items of business shall be dealt with and shall be deemed to be ordinary business:
 - a) Minutes of the preceding annual general meeting;
 - b) Consideration of the annual reports of the President and committees;
 - c) Consideration of the financial statements, including balance sheet and operating statement;
 - d) Consideration for approval of special expenditures planned for the ensuing year;
 - e) Election of executive for the ensuing year.
- 14.1 No business shall be transacted at any general meeting of the Association unless a quorum of members is present at the commencement of such business;
- 14.2 A quorum shall consist of ten per cent (10%) of the registered members.
- 15
 - a) When a quorum is not present at any meeting of the society or the executive, the President may proceed with the meeting if she or he considers the circumstances warrant it.
 - b) Any motion passed at a meeting at which a quorum is not present shall be mailed to all persons entitled to attend such meeting and shall be deemed to have been duly adopted provided that no objection is received by the President within ten days of the date on which the record of motion was mailed, in writing and signed by at least five such persons in the case of meetings of the society.

- 16.1 The President of the Association shall preside as chairperson at every general and annual general meeting of the Association;
- 16.2 In the absence of the President, the Vice President shall preside as chairperson.
- 17 The Chairperson shall have a vote.

EXECUTIVE

- 18.1 Unless otherwise determined by special resolution, the executive shall be:
(1) President, (2) Immediate Past President, (3) Vice President I, (4) Vice President II, (5) Secretary, (6) Vice Secretary, (7) Treasurer, (8) Vice Treasurer, (9) Editor, (10) Vice Editor, (11) other committee chairs as required. *[effective 6 August 2001]*
- 19.1 The term of office for President shall be two years. The executive shall nominate one of the two Vice Presidents to assume the presidency subject to approval by the membership at the Annual General Meeting. The Vice President shall also serve a term of two years and at the end of that term shall normally become the President. *[effective 6 August 2001]*
- 19.2 The term of office for all other executive positions shall be one year.
- 20.1 Members of the executive shall be nominated by the Nominating Committee and be elected by the members at each annual general meeting;
- 20.2 The Nominating Committee shall be appointed by the executive annually and shall provide a list of nominations for election as directors for the executive's approval prior to the annual general meeting.
- 21.1 Meetings of the executive shall be held in September, November, January and March and shall be called by the President or, in his or her absence, the Vice President.
- 21.2 Notice for meetings and adjourned meetings shall follow the procedure in article 10.
- 22.1 No business shall be transacted at any meeting of the executive unless at least one-half in number of the executive are present at the commencement of such business;
- 22.2 (a) When a quorum (5 members) is not present at any meeting of the executive, the President may proceed with the meeting if she or he considers the circumstances warrant it.

(b) Any motion passed at a meeting at which a quorum is not present shall be mailed to all persons entitled to attend such meeting and shall be deemed to have been duly adopted provided that no objection is received by the President within ten days of the date on which the record of motion was mailed, in writing and signed by at least two such persons.
- 23 The Executive shall carry on the management of the Association as necessary between general meetings.

MISCELLANEOUS

- 24 The Association shall file with the Registrar, with its Annual Statement, a list of its directors with their addresses, occupations, and dates of appointment or election, and within fourteen days of a change of directors, notify the registrar of the change.
- 25 The auditor of the Society shall be appointed annually by the members of the Society at the ordinary or annual general meeting and, on failure of the members to appoint an auditor, the directors may do so.
- 26 The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. The auditor shall make a written report to the members upon the balance sheet and operating account, and in every such report, he shall state whether, in his opinion, the balance sheet is full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be read at the annual meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, verified by the auditor, shall be filed with the Registrar within fourteen days after the annual meeting in each year as required by law.
- 27 The Association has power to repeal or amend any of these articles by special resolution.
- 28 The books and records of the Association may be inspected by any member, at any reasonable time.
- 29 Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Association by the President or Vice President, and the Treasurer, or otherwise as prescribed by resolution of the Executive.
- 30 The borrowing powers of the Association may be exercised by special resolution of the members.
- 31 The seal of the Society shall be in the custody of the Treasurer and may be affixed to any document upon resolution of the Executive.
- 32 Preparation of minutes, custody of the books and records, with exception of financial and membership records, shall be the responsibility of the Secretary. The financial and membership records shall be in the custody and responsibility of the Treasurer.