



The Institute of Textile Science

Incorporated, Canada 1956

The Institute of Textile Science Bylaws

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BE IT ENACTED as a by-law of the Corporation as follows:

SECTION 1 - GENERAL

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a. "Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c. "board" means the board of directors of the Corporation and "director" means a member of the board;
- d. "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- e. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- f. "ordinary resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
- g. "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;
- h. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- i. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or by any one of the foregoing together with one Director unless the Board of Directors by resolution orders otherwise.

In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.04 Financial Year End

The financial year-end of the Corporation shall be determined by the board of directors.

1.05 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.06 Annual Financial Statements

The Corporation shall send annual financial statements and documents provided in subsection 172(1) of the Act to all members 21 to 60 days before the Annual General Meeting.

1.07 Operational Manual

The Corporation shall follow the procedures contained in the Operational Manual for:

- assigning duties and responsibilities of the executives and the officers
- the formation of standing and ad hoc committees
- membership application

SECTION 2 - MEMBERSHIP - MATTERS REQUIRING SPECIAL RESOLUTION

2.01 Membership Conditions

Subject to the articles, there shall be two classes of members in the Corporation, namely, Voting and Non-Voting. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

2.01.1 Voting Members

- a. A Regular membership shall be available, by application, only to individuals:
 - i. Who have obtained a diploma or degree in textile, textile-based and other material science from an institute of higher learning, and that subsequent to graduation, they have had a further two years of work experience in a related industry or an institute of higher learning;

or

- ii. Who hold a diploma or degree in pure or applied science not related to textile, textile-based and other material science from an institute of higher learning, and that subsequent to graduation, they have had a further two years of work experience in a textile, textile-based and other material science related industry or an institute of higher learning; or
- iii. Who have had training and work experience in textile, textile-based and other material science or a related industry of a duration and possess character judged by the Board of Directors to be capable of establishing an appropriate level of interest in, and understanding of the proceedings and affairs of the Institute; or
- iv. Who are full-time undergraduate or graduate students in textile, textile-based and other material science programs in a college or university.

The term of membership shall be annual, subject to renewal in accordance with the policies of the Corporation.

As set out in the articles, each voting Member is entitled to receive notice of, attend and vote at all meetings of members and each such voting Member shall be entitled to one (1) vote at such meetings.

- b. Fellow - shall be available, by nomination only, to a Member of the Institute who has a record of contributions to textile science resulted from personal involvement over a period of years in textile, textile-based and other material science. The record of contributions may include:
 - i. Published original scientific papers disseminating new knowledge directly related to textile, textile-based and other material science and comprising a substantial addition to the scientific literature; or
 - ii. Distinguished service in management, organization and planning of the advancement of textile, textile-based and other material science knowledge; or
 - iii. Outstanding and widely recognized technical achievement resulting in a significant advance in the development of machinery processes or product pertaining to textile, textile-based and other material science; or
 - iv. Outstanding achievement in teaching in fields related to science or technology pertaining to textile, textile-based and other material science in Canada;

The term of membership of a Fellow shall be lifetime.

Subject to the Act and the articles, a Fellow shall be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

2.01.2 Non-Voting Members

Honorary member - An Honorary membership shall be available, by nomination, to:

- a. An individual who is not professionally involved in textile, textile-based and other material science but has demonstrated substantial support for the pursuit of excellence in textile, textile-

based and other material science or related research, education, innovation, or entrepreneurship; or

- b. An individual who has rendered outstanding services in fields related to science or technology pertaining to textile, textile-based and other material science.

The term of membership of an Honorary member shall be lifetime.

Subject to the Act and the articles, an Honorary member shall be entitled to receive notice of or attend meetings of the members of the Corporation.

2.02 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given to each voting member at the meeting by email during a period of 21 to 35 days before the day on which the meeting is to be held.

2.03 Voting Procedures

A member entitled to vote at a meeting of members may vote by mailed-in ballot, proxy mailed-in ballot, telephonic, electronic or other communication means if the Corporation has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

The procedure for collecting, counting and reporting is as follows:

1. Mailed-in ballots, proxy ballots, telephonic ballots must be received by the Secretary of the Corporation by the deadline specified in the notice of AGM by email.
2. Before tallying the votes, in addition to the Secretary, one scrutineer shall be appointed from among the voting members present at the meeting. The Secretary and the scrutineer shall tally the votes and present them to the Corporation.
3. The Secretary shall report the outcome by stating the number of mailed in ballots, number of proxy votes and the number of votes for and against.
4. A director must make a motion to request all ballots be destroyed after voting is complete.

SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.01 Membership Dues

Members shall be notified in writing of the membership dues. All members pay annual dues in such amounts as may be determined and fixed at a General Meeting of Members. Annual dues shall be payable in advance on the first day of January of each year.

3.02 Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies or resigns; or
- b. the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws; or
- c. the member's term of membership expires; or
- d. the member's annual dues are six months or more in arrears, providing the Secretary or the Treasurer shall have sent the member not less than one month's notice of such arrears; or
- e. the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

A membership may only be transferred to the Corporation.

3.03 Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning

such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be by the affirmative vote of not less than two-thirds of those present at a regular meeting of the board of directors and is final and binding on the member, without any further right of appeal.

SECTION 4 - MEETINGS OF MEMBERS

4.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors, honorary members and such other persons who are appointed by the board or are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

4.02 Chair of the Meeting

Meetings shall be chaired by the President or his or her designate who must also be a director. In the event that the President and the vice-President are absent, the voting members who are present at the meeting shall choose one of their voting members to chair the meeting.

4.03 Quorum

A quorum at any meeting of the members shall be 10% of the members entitled to vote. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.04 Votes to Govern

At any meeting of members, every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.

4.05 Special General Meetings

Special General Meetings of the Members of the Corporation may be called at anytime:

- a. by the President; or
- b. upon resolution of the Board of Directors; or
- c. upon written resolution delivered to the Secretary of the Corporation and signed by not fewer than 10 Members in good standing.

4.06 Special General Meetings of the Members shall be held within 31 days of the resolution as referred to above.

4.07 All meetings of the Members held entirely by electronic means are permitted.

SECTION 5 - DIRECTORS

5.01 Nomination and Election of Directors

Candidates for the Directors shall be by nomination. The formation of the Nominating Committee and the procedure for nominating candidates shall comply with the procedure stated in the Operational Manual. The Nominating Committee shall deliver the list of candidates at the Annual General Meeting. Subsequently, Directors shall be elected by a majority of Members present at the Annual General Meeting.

5.02 Number of Directors

The board shall consist of a minimum of 5 and a maximum of 11 directors. The board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board.

5.03 Remuneration

The Directors shall not receive any remuneration but by resolution of the board of directors they may be allowed the expense of their attendance at any meeting of the Board. Requests for reimbursement must be submitted to the board for approval prior to attending any meeting.

SECTION 6 - MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the board may be called by the President, the Vice-President or any two (2) directors at anytime.

6.02 Notice of Meeting

Notice of the time and place for a meeting of the board shall be given to every director of the Corporation not less than 7 days before the time when the meeting is to be held:

- a. by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
- b. by an electronic document in accordance with Part 17 of the Act.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted

at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.04 Quorum

A quorum at any meeting of the board of directors is the majority of the number of Directors. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

6.05 Votes to Govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the President, in addition to an original vote, shall have a second or casting vote. Footnote 17

SECTION 7 – OFFICERS

7.01 Description of Officers and Terms

Four officers, namely, President, Vice-President, Secretary, and Treasurer, shall be appointed by the Board of Directors from the BOD at the first Board of Directors meeting after an annual general meeting. The officers shall have the following duties and powers associated with their positions:

- a. President – shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
- b. Vice-President - if the President of the board is absent or is unable or refuses to act, the vice-president shall, when present, preside at all meetings of the board of directors and of the members. The vice-president shall have such other duties and powers as the board may specify.
- c. Secretary – shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. In the event the Secretary is not able to attend a board of directors meeting, he or she may delegate his or her duties to another director.
- d. Treasurer - shall have such powers and duties as the board may specify.

The President may hold office for a maximum of two consecutive terms, provided after his/her first year's term, he/she informs the nominating committee of his/her willingness to continue and is duly re-elected for a second year. After his/her term has expired, he/she shall not be eligible for re-election to such office until four years have elapsed from the expiration of his/her last term of office as President.

The Vice-President, Secretary and Treasurer may be re-appointed to such offices.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

7.02 Vacancy in Office

An officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such officer's death

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

SECTION 8 - NOTICES

8.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) of the Act; or
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public

accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.02 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

8.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 9 - DISPUTE RESOLUTION

9.01 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this by-law.

9.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

The number of mediators may be reduced from three to one or two upon agreement of the parties. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing


domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

SECTION 10 - EFFECTIVE DATE

10.01 Effective Date

Enacted in Montreal, Quebec, on April 3, 2017.

President
Last Name: Dolez First Name: Patricia
Signature: 

Secretary
Last Name: DECAENS First Name: Justine
Signature: 