

**GENERAL BY-LAWS FOR THE REGULATION OF THE
AFFAIRS OF THE
ROYAL CANADIAN INSTITUTE**

(Approved at the Annual General Meeting of April 10, 1999)

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ARTICLE I – NAME

The organization began in 1849 as the Canadian Institute and was granted a Charter of Incorporation in 1851. In 1914 the name was amended and officially recognized as the Royal Canadian Institute. In 1998 the phrase “for the advancement of science” was added to the name in certain situations. While not part of the official name, which remains Royal Canadian Institute, the phrase helps to communicate the purpose of the organization.

ARTICLE II – PURPOSE

The purpose of the organization is to increase the public’s awareness and understanding of science and to create an environment in which science can flourish and be appreciated. This purpose is to be achieved through a variety of programs and activities.

ARTICLE III – MEMBERSHIP

1. Any person or organization desirous of forwarding the purpose of the Institute is eligible for membership, upon application.
2. The categories of membership shall consist of and be defined as follows:
 - (a) **Honorary** members shall be persons eminent for their services to science, literature or art and their number shall be limited to twenty-five. Nominations for Honorary membership shall be considered and decided by Council. Honorary members shall be appointed for life, shall have every privilege of Regular membership, and shall be exempt from membership fees.
 - (b) **Life membership** shall be available upon payment of a specified lump-sum fee, with exemption from further membership fees.

Sustaining membership shall be available to those whose annual donation exceeds the regular membership fee but is less than the donation required for Life membership. A Sustaining member who has maintained this status for four consecutive years or fewer, with donations that total the lump sum mentioned in 2(b) above, shall be granted Life membership.

- (c) **Senior membership** shall be available for persons attaining the age of 65 years.
 - (d) **Student membership** shall be available for persons attending school, community college or university.
 - (e) **Family membership** shall be available.
 - (f) **Regular membership** shall be open to those not included in the other categories named.
 - (g) A **corporate member** may designate one of its officers to represent it amongst the membership and such designated representative shall have all the privileges of Regular membership.
3. (a) Membership fees shall be set by Council.
- (b) The membership year commences 1st October and ends 30th September of the following year. Membership fees shall be due for renewal on the first day of November in each year.
- (c) For a new member joining after the first day of January in any year, the initial fee shall cover the following membership year.
- (d) In consideration of special service to the Institute, Council shall have power to grant a Life membership without fee.
- (e) Council shall have power to waive the annual fee of an individual member for sufficient reason.
4. Members shall be entitled to vote and shall be eligible to hold office in the Institute.
5. Should cause arise, Council has the power to expel a member. In such case due process is to be followed.

ARTICLE IV – PATRONS

1. Council may invite distinguished Canadians to be **Patrons** or **Vice-Patrons** of the Royal Canadian Institute.

ARTICLE V – COUNCIL AND OFFICERS

1. The assets, business and programs of the Institute shall be administered by a Council comprising the following five Officers: President, First Vice-President, Second Vice-President, Secretary, Treasurers and eleven additional Councillors.
 - (a) Members of the Institute are eligible for election to Council.
 - (b) Councillors shall be elected for a term of four years.
 - (c) A member who has served as Councillor for four years is eligible for re-election as a Councillor for a second four year term. A member who has served two consecutive four year terms is not eligible for re-election as a Councillor until at least one year has elapsed after such term.
 - (d) Should a position of Councillor become vacant before the expiration of the four-year period a successor may be elected by Council for the balance of the session. The balance of the term then will be filled by election at the Annual General Meeting.
 - (e) For each of the Officers of President, First Vice-President, the usual term shall be two years and for Secretary and Treasurer the usual terms shall be three years. No one may hold a particular Office for more than two consecutive terms. As indicated below in paragraph 3, all candidates for Officer shall be elected annually.
2. The three immediate Past Presidents of the Institute shall form the Advisory Board of the Institute. They shall be entitled to serve on committees of Council, and to attend and vote at Council meetings.
3. The Nominating Committee shall prepare each year a list of candidates for Council and for Officers. The report of the Nominating Committee shall be given at the second last Regular Meeting of the Institute preceding the Annual General Meeting. Further nominations for Officers and Councillors must be received at the office of the Institute on or before the last business day before the last Regular Meeting. Such additional nominations must be supported by the signatures of five members and by an expression of the nominee's willingness to serve. The election at the Annual General Meeting shall be confined to those so nominated. If no additional nominations have been received, the Chair shall declare those nominated to be elected by acclamation. If a vote is required, voting shall be by a show of hands unless a ballot be demanded, in which case the Chair shall appoint two scrutineers to count the ballots. In case the votes are equal, the Chair shall cast the deciding vote.

4. The new Council shall enter into its duties immediately at the close of the Annual General Meeting.
5. The control of the property and effects of the Institute shall be vested in the Council.
6. Signing authority of the Institute shall be vested in any two of the President, the Secretary, the Treasurer and the Executive Secretary unless otherwise determined by Council by resolution.

ARTICLE VI – COUNCIL AND ITS COMMITTEES

1. (a) Council shall generally meet monthly September to March and otherwise at the call of the President.
 - (b) Any two members of Council may, by letter to the Secretary, require a Special Meeting of Council to be called and one week's notice of such Meeting must be given to each member of Council.
 - (c) At any meeting of council five members thereof shall constitute a quorum.
 - (d) In the event of any office becoming vacant before the Annual General Meeting, by death or otherwise, the Council shall have power to fill the vacancy. In the event of any Officer being unable to perform his or her duties, Council shall have the power to remove that person from office and appoint another to act in his or her stead.
2. The following shall be the standing committees of Council. Except where specified otherwise, every committee shall choose one of its members to chair the Committee. Committee business shall be conducted only when a quorum, consisting of at least half of the members of that committee, is present. A full report on actions taken or recommendations made by each Committee shall be made to the next Council meeting.
 - a) **Executive Committee:** The Executive Committee shall consist of the President, the two Vice-Presidents, the Secretary and the Treasurer. This committee shall have authority to act on behalf of Council in any situation which does not permit the calling of a Council meeting.
 - b) **Membership Committee:** This Committee shall be responsible for the recruitment and maintenance of membership in the Institute for development of membership policy. The Committee shall be responsible for publicity concerning the Institute's activities.

- c) **Finance Committee:** This Committee shall be responsible for the administration of the financial affairs of the Institute including the physical assets. Council shall appoint members of the Committee from the Council or the Advisory Board.
 - d) **Program Committee:** This Committee shall be responsible for arranging the programs for the Regular Meetings of the Institute and shall be chaired by the president or designate. The Program Committee shall consist of at least five members of Council, with power to add.
 - e) **Long-Range Planning Committee:** This Committee shall consider the purpose and long-range goals of the Institute and recommend to council plans, financial and otherwise, to achieve the purpose and long-range goals. The Committee shall consist of the President and members of the Council or Advisory Board as appointed by Council.
 - f) **Sandford Fleming Medal Committee:** This Committee shall recommend to council annually a nominee for the Sandford Fleming Medal. This Committee shall consist of the President and the Advisory Board.
 - g) **Nominating Committee:** This Committee shall consist of the Advisory Board and the Current President, with the immediate Past President as chair. At the second last Regular Meeting preceding the Annual General Meeting, the committee shall nominate members for Officer and for the available seats on Council.
3. Council shall have the power to appoint special committees. Such committees shall report to Council, or as directed. Chairs of these committees may be, but need not necessarily be, members of Council. If the appointees are not members of Council they shall be entitled to attend all meetings of council and participate in the discussions but not to vote.

ARTICLE VII – DUTIES OF OFFICERS

1. (a) The **President** shall undertake the general direction of the affairs of the Institute subject to the By-Laws, preside at all meetings of the Institute and of the Council, and regulate and keep order in the proceedings. If the President is not able to be present, one of the vice-Presidents in order of seniority, shall discharge the duties of the President. In the absence of the President and both Vice-Presidents, the members present shall elect one of their number to preside.

- (b) The **Secretary** shall control the seal of the Institute, send out the notices provided for in this By-Law, and take responsibility for the minutes of Council meetings and the Annual General Meeting.
- (c) The **Treasurer** shall be responsible for the supervision of the financial affairs of the Institute, reporting as required to Council and delivering a financial report to the Annual General Meeting.
- (d) Staff may be employed by Council. Council shall define the duties, responsibilities and remuneration of an Executive Secretary and any others employed.

ARTICLE VIII – MEETINGS OF MEMBERS

1. (a) **Regular Meetings** of the Institute shall be held at such times as the Council may direct.
- (b) **Special Meetings** of the Institute may be called either: (i) by Council, or (ii) by the President, on being required so to do by at least twenty-five members. Such requisition must be in writing, specifying the purpose thereof. In either case notice of the holding of such meeting must be given either: (i) by giving one week's notice in writing or sending the same by mail to the last known address of every member, or (ii) by the publishing of an announcement of same in a Toronto newspaper; or (iii) by the reading of the notice of the Meeting and two Regular Meetings of the Institute.