

A by-law relating generally to the conduct  
of the affairs of

**Canadian Cytometry and Microscopy Association**

(the "Corporation")

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

**1. Definition**

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

"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;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"board" means the board of directors of the Corporation and "director" means a member of the board;

"by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"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;

"ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

**2. Financial Year**

The financial year end of the Corporation shall be December 31 in each year.

**3. Borrowing Powers**

The directors of the Corporation may, without authorization of the members,

1. borrow money on the credit of the corporation;
2. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;

3. give a guarantee on behalf and
4. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

#### 4. **Annual Financial Statements**

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

#### 5. **Purpose**

As mentioned in the Articles of Continuance, “The overall goals of the organization are to advance the field of cytometry and build up a Canadian network of researchers in the field. Cytometry is defined as the study of the cell, so by definition includes both flow cytometry and light microscopy technologies.”

In order to fulfill its purpose, the association will:

1. Organize a bi-annual scientific symposium on flow cytometry and light microscopy.
2. Organize workshops in the field of flow cytometry and light microscopy that are of general interest to the association’s membership.
3. Build corporate and professional links including association sponsorship, support from other professional associations, and financial and educational support of the bi-annual symposium and workshops.
4. Disseminate information, scientific reports, and statistical data to increase the public’s awareness and knowledge of analytical cytology; to support, promote, foster and encourage research in the field and in all aspects of flow cytometry and light microscopy.
5. All funds generated by the association through corporate sponsorship, symposia and workshops will be used towards fulfilling the goals and mandates of the association.

#### 6. **Membership Conditions**

Any individual, corporation or institution interested in the objective of the Corporation may be a member. There will be no restriction based on place of birth, nationality, residence, sex, race or creed.

Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members. 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:

##### **Class A Members**

1. Class A voting membership shall be available to persons who have applied and have been accepted for Class A voting membership in the Corporation. This includes attendees of the bi-annual symposium and individuals who express written permission to join the association and receive authorization by the executive board.

2. The term of membership of a Class A voting member shall be until the next symposium, subject to renewal in accordance with the policies of the Corporation.
3. As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

### **Class B Members**

1. Class B non-voting membership shall be available to persons who have applied and have been accepted for Class B non-voting membership in the Corporation. This includes Corporations and Institutions who express written permission to join the association and receive authorization by the executive board.
2. The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
3. A class B non-voting member is entitled to receive notice of, and attend all meetings of members.
4. Subject to the Act and the articles, a Class B non-voting member shall not be entitled to vote at meetings of the members of the Corporation.
5. Class B members are entitled to attend and participate to but are not entitled to vote at executive board meetings. Corporate participation to executive board meetings is limited to one member per corporation

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

### **7. Membership Transferability**

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

### **8. Membership Entitlements**

Membership benefits include:

1. Eligibility to apply for travel awards to attend CCMA events.
2. Access to the network of researchers, experts in the flow cytometry and light microscopy and corporate partners within the CCMA scientific network.
3. Free posting of job offers (employer) or CVs (employee) on the CCMA website (when this service becomes available).
4. Free posting of core facility information on the CCMA website.
5. Free access to the CCMA newsletter providing information on flow cytometry and light microscopy.
6. Access to flow cytometry and light microscopy educational information on the website, such as protocols, PowerPoint talks, reagent recommendations, etc.

### **9. Notice of Members Meeting**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

#### **10. Members Calling a Members' Meeting**

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

#### **11. Absentee Voting at Members' Meetings**

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

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

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

#### **12. Termination of Membership**

A membership in the Corporation is terminated when:

1. the member dies or resigns;
2. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
3. the member's term of membership expires; or
4. the Corporation is liquidated and dissolved under the Act.

#### **13. Effect of Termination of Membership**

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.

#### **14. Proposals Nominating Directors at Annual Members' Meetings**

Subject to the Regulations under the Act, any Class A member may apply for the election of directors. The application is through a written request to the Board of Directors.

#### **15. Cost of Publishing Proposals for Annual Members' Meetings**

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

#### **16. Place of Members' Meeting**

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

**17. Persons Entitled to be Present at Members' Meetings**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who 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.

**18. Quorum at Members' Meetings**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 10% of the members entitled to vote at the meeting. 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.

**19. Votes to Govern at Members' Meetings**

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 questions. 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.

**20. Participation by Electronic Means at Members' Meetings**

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

**21. Members' Meeting Held Entirely by Electronic Means**

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

**22. Number of Directors**

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of 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.

**23. Term of Office of Directors**

Executive members will be elected by the Executive Board with a two-year mandate to commence on January 1st of the year following their election. Category 1 executive members (Co-President #1, Vice-President, Secretary, Communications Director) will be elected in December of odd calendar years and category 2 executive members (Co-President #2, Treasurer, Public and Corporate Relations Director) will be elected in December of even calendar year.

**24. Calling of Meetings of Board of Directors**

Meetings of the board may be called by the chair (Co-president) of the board, the vice-chair (co-president or vice-president) of the board or any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

**25. Notice of Meeting of Board of Directors**

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 2 days before the time when the meeting is to be held. 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.

**26. Votes to Govern at Meetings of the Board of Directors**

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 chair of the meeting in addition to an original vote shall have a second or casting vote.

**27. Committees of the Board of Directors**

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

**28. Appointment of Officers**

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director. Two or more offices may be held by the same person.

**29. Resignation of Officers**

An executive member may resign at any time by giving written notice to the Executive Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by

the Executive Board and the acceptance of the resignation shall not be necessary to make it effective.

### 30. **Description of Offices**

#### **Co-Presidents:**

The co-presidents of the association are responsible for the organization, oversight, and direction of the association and the Executive Board. Ideally the co-presidents will come from different institutions and reside in different cities. One of the co-presidents will chair the Executive Board meetings. The co-presidents are responsible for the management of the Association's funds, representative and privileged speaker for the association in dealings with other associations, members, and sponsors across Canada. The co-presidents must assure the integrity and high visibility of the Association throughout Canada and internationally and guide the direction of the growth of the association across Canada. One of the co-presidents will be nominated as the chair of the executive board meetings. The other co-president can be nominated as the vice-chair of the executive board meetings.

#### **Vice-President:**

Assists the Presidents in their mandate and replaces one of the co-presidents, if necessary. The vice-president can be nominated as the vice-chair of the executive board meetings.

#### **Secretary:**

Responsible for preparing the agenda and setting times and dates for the Executive Board meetings. Records minutes at all association meetings including the Executive Board meetings. Maintains documentation for the association in an orderly fashion. Keeps material up to date and provides it to the Communications Director for the web site. Produces back-ups of all association documentation. Responsible for the oversight of documentation for meetings and workshops including posters, meeting programs and signage.

#### **Treasurer:**

Actively participates in the collection of funds. Assures proper management of funds, is responsible, along with the Presidents, for the appropriate use of funds. Responsible for the finances associated with meeting and workshops. Files a tax report by June 1st of each year.

#### **Communications Director:**

Assures the timely update of the website, assures dialog with members and all persons interested in the missions of the Association, finds available resources (training, seminars, internet sites, publications) and make them available to members through the website. Oversees article writing and publishing of the newsletter. Has an active role, along with the Presidents in the recruitment of new members from across Canada and internationally.

#### **Public and Corporate Relations Director:**

Oversees the organization of thematic seminars, workshops, and new equipment demonstrations according to the needs and wishes of CCMA members. In collaboration with the Communications Director, publicizes training events being held throughout Canada, including CCMA sponsored and outside events. Maintains strong ties to corporations especially in relation o meetings and workshops. Arrange meetings with private partners and negotiate sponsorship. In collaboration with the Treasurer, will participate in fund raising campaigns for the CCMA in general and for specific events such as Symposiums and workshops

### 31. **By-laws and Effective Date**

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or

repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.