

# **BY-LAWS**

**Of**

**THE NOVA SCOTIA CHEMISTS' SOCIETY**

**By-Laws relating generally to the transaction of the  
business and affairs of the  
THE NOVA SCOTIA CHEMISTS' SOCIETY  
Under the authority of the  
SOCIETIES' ACT**

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**SECTION ONE – INTERPRETATION**

1.01 Definitions – in the by-laws of the Society, unless the context otherwise requires:

- a) “Act” means the *Societies Act*, and any statute that may be substituted therefore, as from time to time amended;
- b) “appoint” includes “elect” and vice-versa;
- c) “board” means the Board of Directors of the Society established under the by-laws;
- d) “by-laws” mean this by-law and all other by-laws of the Society from time to time in force and effect;
- e) “Certificate of Membership as a Professional Chemist” means a certificate that is issued to a member of the society, who meets the requirements of these by-laws for the practice as a Professional Chemist;
- f) “Certificate of Membership as a Chemical Technologist” means a certificate that is issued to a member of the society, who meets the requirements of these by-laws for the practice of a Chemical Technologist;
- g) “chemical sciences” means the chemical disciplines such as analytical, organic, inorganic, physical, theoretical, biochemical, food, soil, environmental, petroleum, metallurgical, and industrial chemistry;
- h) “chemical technologist” means a person who is a member as a chemical technologist and is issued a Certificate of Membership as a Chemical Technologist by this society and is engaged in the practice of Chemistry;
- I) “chemical technologist-in-training” means a person who is a member as a chemical technologist-in-training;
- j) “chemist-in-training” means a person who is member as a chemist-in-training;
- k) “director” means a member of the Board of Directors;
- l) “Discipline Committee” means the Discipline Committee established pursuant to Subsection 3.06;
- m) “member” means a person to whom a certificate of registration has been issued as a member of the Society in good standing;
- n) “practice of chemistry” means sampling, analyzing, designing, evaluating, interpreting, reporting, advising, training and educating in the chemical sciences; the

application of those sciences including but not limited to environmental monitoring, industrial chemistry, research, quality systems, laboratory operations, method and system development; and the management thereof;

- o) "professional chemist" means a person who is member as a professional chemist and is issued a Certificate of Membership as a Professional Chemist by this society and is engaged in the practice of Chemistry,
- p) "a quorum" for a committee meeting means a majority of the members of the committee;
- q) "Membership Committee" means the Committee established pursuant to Subsection 3.05;
- r) "Society" means the Nova Scotia Chemists' Society;

save as aforesaid, words and expressions defined in the Act have the same meaning when used herein; words importing the singular number include the plural and vice-versa; and words importing gender include masculine, feminine and neuter genders.

1.02 Conflict With Act - The by-laws are subject to the provisions of the Act and in the event of a conflict between the provisions of the by-laws and the provisions of the Act, the provisions of the Act shall prevail over those of the by-laws.

1.03 Headings - The headings and indices used in the by-laws are provided for convenience of reference only and do not affect the interpretation of the by-laws or any part thereof.

## **SECTION TWO - BOARD OF DIRECTORS**

2.01 Membership on the Board - A maximum of ten (10) directors shall sit on the Board and as far as possible represent all geographic areas of the province and all aspects of the practice of chemistry. The Board shall consist of directors-at-large and the following officers: president, vice-president, secretary, and treasurer. The offices of secretary and treasurer may be held by one person.

2.02 Powers of the Board - The Board shall, subject to the

by-laws or directions given by a majority vote at any meeting of the members, have full control and management of the business and affairs of the Society.

- 2.03 Calling of Meetings – The secretary shall, upon the request of the president, call a meeting of the Board as often as required, but at least once every four (4) months.
- 2.04 Notice of Meetings – Notice of the time and place of board meetings shall be given by mail, E-mail, facsimile communication or telephone to each director not less than seventy-two (72) hours before the time of the meeting. A notice of the meeting of the Board need not specify the purpose or the business to be transacted at the meeting, except where the Act requires otherwise. A director may in any manner waive notice of or otherwise consent to a meeting of the Board.
- 2.05 Electronic Meetings – A director may participate in a board meeting or a committee of directors by such means as telephone or other communications facilities as permit all persons participating in the meeting to hear or see each other's comments, and a director participating in such a meeting by such means is deemed to be present at the meeting.
- 2.06 Chair – The chair of any meeting of the Board shall be the president and in the president's absence the vice-president. If neither is present, the directors shall choose one of their number to be chair.
- 2.07 Quorum – A majority of the number of directors then elected.
- 2.08 Votes to Govern – At all meetings of the Board every question shall be decided by a majority of votes cast on the question. In the case of an equality of votes the chair of the meeting shall not be entitled to a second or casting vote.
- 2.09 Resolution in Writing – A resolution in writing signed in counterpart or in one instrument by all the directors entitled to vote at a meeting of the Board is as valid as

if it had been passed at a meeting of the Board.

- 2.10 Meetings of the Board of Directors and General Meetings shall be conducted in accordance with "Robert's Rules of Order".

### **SECTION THREE – COMMITTEES**

- 3.01 Committee of Directors – The Board may appoint a committee of directors, however designated, and delegate to such committee any of the powers of the Board, except those which by law a committee of directors has no authority to exercise.
- 3.02 Transaction of Business – Subject to the provisions of Subsection 2.02, the powers of a committee of directors may be exercised by a meeting at which a quorum is present or by a resolution in writing signed in counterpart or in one instrument by all the directors, on such a committee who would have been entitled to vote on that resolution at a meeting of the committee.
- 3.03 Nominating Committee – A nominating committee consisting of three (3) members in good standing shall be appointed by the Board no later than five (5) months before the annual meeting to serve for the ensuing year. The nominating committee shall follow the procedure in Subsection 5.01 and shall nominate at least one nominee for each position of director-at-large and officer. Failure of the committee to nominate the requisite number of directors-at-large and officers shall not invalidate the election of any director-at-large or officer otherwise duly elected in accordance with Section Five. Vacancies on the committee occurring during the year shall be filled by the Board.
- 3.04 Advisory Committees – The Board may from time to time appoint such other committees as it may deem advisable, but the functions of any such other committees shall be advisory only.
- 3.05 Membership Committee –
- 3.05.01 The Membership Committee shall consist of two

members of the Board , who are professional chemists or chemical technologists and three other members of the Society. The Chair of the Committee shall be a Director.

3.05.02 The Membership Committee shall be appointed by the Board in accordance with the by-laws.

3.05.03 The Membership Committee shall meet at the call of the chair.

3.05.04 A quorum at a meeting of the Membership Committee is a majority of its members.

3.05.05 The Society shall maintain, a list of members under the following categories:  
professional chemists,  
chemical technologists,  
chemists-in-training, and  
chemical technologists-in-training.

3.05.06 Duties of the Membership Committee  
The Membership Committee shall consider applications from individuals to become members of the Society in accordance with the by-laws and may approve the membership, refuse to approve the membership, or defer approval until the applicant has done either or both of the following:

- passed examinations or completed course work in order to satisfy the requirements for membership
- completed any further type and term of experience required by the Membership Committee in order to satisfy the requirements for membership

The Membership Committee shall place on file and send a written notice of any decision made by it to the applicant.

If the decision made by the Membership Committee is to refuse the membership of the applicant, written reasons for the decision shall be placed on file and sent to the applicant.

### 3.06 Discipline Committee

There is hereby established the Discipline Committee consisting of one professional chemist or chemical

technologist who is a member of the Board, and three other professional chemists or registered chemical technologists who are not members of the Board. The members of the Discipline Committee shall be appointed by the Board in accordance with the by-laws. The Discipline Committee shall meet at the call of the Committee chair.

#### 3.06.01 Duties and Responsibilities of the Discipline Committee

The Discipline Committee may, on its own initiative, and

- shall, at the request of the Board, inquire into and report to and advise the Board in respect to the conduct of a professional chemist, chemist-in-training, chemical technologist, or a chemical technologist-in-training who are members of the Society;
- may, with the approval of the Board, conduct a review of the practice of a member, recommend to the Board action concerning any member not complying with the Code of Ethics of the Nova Scotia Chemists' Society.

#### 3.06.02 Written Complaints

A complaint made to the Discipline Committee shall be in writing and signed by the complainant.

#### 3.06.03 Costs

The Discipline Committee, with respect to hearings before it, and the Board, with respect to reviews by it, may order the investigated person to pay the following costs:

- the fee payable to the lawyer advising the Discipline Committee or Board at the hearing or review and the fee payable to the lawyer acting in a prosecutory role at the hearing or review;
- the cost of recording the evidence and preparing transcripts;
- the expenses of the members constituting the Discipline Committee as approved by the Board;
- any other expenses incurred by the Society that are incidental to the hearing or review.

Where the Board determines that a complaint is



frivolous or vexatious, it may order the complainant to pay the following costs:

- the fee payable to the lawyer advising the Board at any hearing held by the Board;
- any other expenses incurred by the Society that are incidental to any hearing held by the Board.

3.06.04 Cancellation and Suspension

The membership of a registered member is canceled or suspended when the decision to cancel or suspend the membership is made in accordance with this by-law.

The Society shall enter a memorandum of the cancellation or suspension of the membership in the appropriate register indicating:

- the date of the cancellation or suspension,
- the period of suspension, and
- the nature of any finding.

If a membership is canceled, the person whose membership is canceled shall, on request, surrender to the Society secretary all documents and materials relating to the membership.

3.07 Procedure - Unless otherwise determined by the Board or the by-laws, each committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to regulate its procedure.

**SECTION FOUR - DIRECTORS AND OFFICERS**

4.01 Qualification - No person shall be eligible to be or shall be a director or an officer of the Society unless that person is a member in good standing of the Society.

4.02 Election - The election of the first directors and officers of the Society shall take place at the first meeting of the members after incorporation. Prior to each annual meeting thereafter, the election of directors and officers shall be by secret letter ballot in accordance with the procedure set out in Section Five. The number of directors-at-large to be elected prior to an annual meeting shall be the number then in office unless the members otherwise determine. Except where the

Board otherwise determines, the positions of secretary and treasurer may be held by the same person.

- 4.03 Term - The newly elected directors and officers shall take office immediately following the close of the meeting at which the election results are announced and shall hold office until the close of the next annual meeting. Directors and officers, if qualified, shall be eligible for re-election.
- 4.04 Removal - The members of the Society may remove any director or officer of the Society by a majority vote at a meeting of members of the Society for any cause which the Society deems reasonable.
- 4.05 Vacation of Office - A director or officer ceases to hold office when he or she dies, is removed from office, ceases to be qualified for office, or submits a written resignation to the secretary, or if a time is specified in such resignation, at the time so specified.
- 4.06 Vacancy - Any vacancy created by removal of a director or officer at a meeting of the members of the Society may be filled at that same meeting. Any vacancy not so filled or one created by death, retirement, suspension or expulsion shall be filled by appointment by the Board. The replacement shall fill the vacancy until the position is filled by an elected member at the next annual meeting.
- 4.07 Officers - The officers of the Society shall be the president, vice-president, secretary and treasurer.
- 4.08 Duties and Responsibilities of Officers - Subject to those powers and authority which by law may only be exercised by the directors, the officers may exercise respectively such powers and authority and shall perform such duties, in addition to those specified in the by-laws, as may from time to time be specified by the Board.
- 4.09 Absence - Where an officer is absent and there is either no assistant available or one has not yet been appointed, the Board may in its discretion delegate for the time being the powers and duties of that officer

excepting those that the officer has by virtue of also being a director to any other officer or director-at-large. In no case will the delegate be able to exercise the officer's right to vote on any committee to which the officer has been appointed.

4.10 Assistants – The Board may appoint one or more assistants to any of the officers. Any of the powers and duties of an officer to whom an assistant has been appointed excepting those that the officer has by virtue of also being a director may be exercised by that assistant unless the Board or president directs otherwise. In no case will the assistant be able to exercise the officer's right to vote on any committee to which the officer has been appointed.

4.11 President – The president shall

- be the chief operating officer of the Society and, subject to the authority of the Board;
- have general supervision of the business and affairs of the Society;
- have such other powers and duties as the Board may specify;
- preside, as chairperson, at all meetings of the members and of the Board, and
- be an ex-officio member of all committees.

4.12 Vice-President – The vice-president

- may exercise such powers and authority and shall perform such duties as may be specified by the Board; and
- during the absence of the president or the inability or failure of the president to act, shall also have the powers and duties of the office of president.

4.13 Secretary – The secretary shall

- be responsible for all meetings of the Board;
- be responsible for meetings of the members;
- be responsible for entering or cause to be entered in records kept for that purpose minutes of all such proceedings; give or cause to be given, as and when instructed, all notices to members, directors, officers, auditors and members of committees; and register or file or cause to be registered or filed all

- reports, certificates and documents required by law to be registered or filed;
- be the custodian of the stamp or mechanical device generally used for affixing the seal of the Society and, except when some other officer or agent has been; appointed for that purpose, the custodian of all books, papers, records, documents and instruments belonging to the Society; and
  - have such other powers and duties as the Board or president may specify.
- 4.14 Treasurer – The treasurer shall
- keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of other valuable effects and the disbursement of the funds of the Society;
  - render to the Board or president whenever required an account of all his transactions as treasurer and of the financial position of the Society. (A financial statement shall be issued annually);
  - enter or cause to be entered in the register of members the names and addresses of all members of the Society; collect or receive the annual dues or assessments levied by the Society; and
  - have such other powers and duties as the Board or the president may specify.
- 4.15 Variation of Powers and Duties – The Board may from time to time vary, add to, or limit the powers and duties of any officer.
- 4.16 Agents, Lawyers and Employees – The Board shall have power from time to time to appoint agents, lawyers, or employees for the Society in or outside Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

## **SECTION FIVE – ELECTION OF DIRECTORS AND OFFICERS**

- 5.01 Nominations – The chair of the nominating committee shall provide to the secretary a list of nominees, together with the written consent of each nominee to stand for election as director-at-large or an officer at

least three (3) months prior to the date set for the annual meeting. Not less than seventy-five (75) days prior to the annual meeting, the secretary of the Society shall mail to each member in good standing a list of the nominations made by the nominating committee. Additional nominations may be received by the secretary up to forty-five (45) days before the date set for the annual meeting, as long as the nominee consents in writing to the nomination, the nominee is a member in good standing and the nomination is signed by at least three (3) other members in good standing.

- 5.02 Letter Ballot – All elections of directors and officers other than those held at the first meeting of the members shall be conducted by letter ballot. The names of all persons nominated for office shall be placed on the ballot form in groups relating to the position, either specific office or director-at-large. The number to be elected and method of marking the ballots shall be made clear on the ballot forms. Ballot forms shall be mailed to the members by the secretary at least thirty (30) days prior to the annual meeting.
- 5.03 Voting – Each member in good standing is entitled to vote for as many candidates as there are vacancies to be filled or for a lesser number. Ballots shall be returned to the secretary of the Society not later than five (5:00) o'clock in the afternoon on the day immediately before the date set for the annual meeting or at some other date that the Board may specify. Any ballots received after this time will not be considered.
- 5.04 Returning Officers and Scrutineers – The secretary may appoint members of the Society as returning officers to assist in the counting of ballots. Each candidate shall be entitled to have a scrutineer present while the ballots are being counted.
- 5.05 Counting of Ballots – The secretary and the secretary's delegate shall upon the closing of the poll count and record the votes cast for each position. The candidate receiving the highest number of votes for each specific office will be declared elected. The candidates receiving the highest number of votes for the positions

of directors-at-large will be declared elected. In the event of an equality of votes, the chair at the annual meeting shall have a casting vote.

- 5.06 Election Announcement - The chair shall announce the results of the election at the annual meeting, and where necessary to determine the elected candidate, exercise a second or casting vote.
- 5.07 Calling for a Recount - Any objection to the election results as announced by the chair will be valid only if made immediately after the announcement and a proper motion for recount will then be in order. If such a motion is made and carried a recount shall be undertaken immediately.
- 5.08 Recount - The chair shall appoint a ballot counting committee of not less than three (3) members who shall forthwith recount all the ballots. Candidates may be present or represented at the recount. On completion of the recount the results shall be communicated to the chair in writing who shall immediately announce them to the annual meeting.
- 5.09 Destroying the Ballots - Following the announcement of the recount or, where no motion for a recount has been made and carried, the ballots and any tally sheets shall be destroyed.
- 5.10 The Society shall file with the registrar of joint stocks, in its Annual Statement, a list of its directors and officers with their address, occupations, and dates of appointment or election and within fourteen (14) days of a change of officers and/or directors, notify the registrar of joint stocks of the change.

**SECTION SIX – INDEMNIFICATION**

6.01 Indemnity – Except in respect of an action by or on behalf of the Society to procure a judgement in its favour, the Society shall indemnify a director or officer, or a former director or officer or a person who acts or acted at the Society's request as a director or officer, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of the Society, if he or she acted honestly and in good faith with a view to the best interests of the Society; and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

**SECTION SEVEN – MEETINGS OF THE MEMBERS**

7.01 Annual General Meetings – The Society shall hold an annual meeting every year on or before June 30<sup>th</sup>. The Board shall fix the location and the exact date of an annual meeting at least three (3) months in advance of that meeting. The secretary shall call an annual meeting by notice in writing, clearly stating the business intended to be conducted at that meeting, mailed at least thirty (30) days prior to the date of the meeting. The annual meeting shall be held for the purpose of considering the auditor's report, announcing the election of directors and officers, appointing an auditor, and for the transaction of such other business as may properly be brought before the meeting.

7.02 Other General Meetings – General meetings of the Society may be called at any time by the secretary on the instructions of either the president or the Board. A

general meeting shall be called by the secretary upon receipt by the secretary or a petition signed by one-third (1/3) of the members in good standing, setting forth the reasons for calling such a meeting. A general meeting shall be called by written notice clearly stating the intended purpose of the meeting, mailed at least fifteen (15) days prior to the date of the meeting.

- 7.03 Meetings by Telephone or E-mail - A member may participate in a meeting of members by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear or communicate with each other, and a member participating in such a meeting by such means is deemed to be present at the meeting.
- 7.04 Notice - The auditor shall be entitled to receive notice of the annual general meeting. Members in good standing whose names are recorded in the register of members two (2) days prior to the day on which notices are mailed, shall be entitled to receive notice of an annual or general meeting. Notice shall be sent to the last known address of those members. Failure of a member in good standing to receive notice shall not invalidate the proceedings or resolutions passed at the meeting.
- 7.05 Meetings Without Notice - A meeting of members may be held without notice at any time if all the members entitled to vote thereat are present or represented by proxy or if those not present or represented by proxy waive notice or otherwise consent to such a meeting being held. At such a meeting any business may be transacted which the Society at a meeting of members may transact.
- 7.06 Persons Entitled to be Present - The only persons entitled to be present at a meeting of the members shall be those entitled to vote thereat, the directors, officers and auditors and others who, although not entitled to vote, are entitled or required under any provision of the Act or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the Board or president or on consent of the meeting.



- 7.07 Persons Entitled to Vote - Any member in good standing shall have the right to one vote at any meeting of the members, either in person or by proxy.
- 7.08 Proxies - Every member in good standing may appoint a proxy-holder, who must also be a member in good standing, to attend and act at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be in writing executed by the member or the member's lawyer. A proxy shall only be acted upon if it is received by the chair of the meeting or secretary prior to the time of voting.
- 7.09 Chair, Secretary and Scrutineers - The chair of any meeting of the members shall be the president and in the president's absence the vice-president. If not such officer is present within fifteen (15) minutes after the time fixed for the commencement of the meeting, the persons present and entitled to vote shall choose one of their number to be chair. If the secretary or the secretary's duly appointed assistant is absent, the chair shall appoint one of the members to be secretary of the meeting. If desired, one or more scrutineers, selected from among the members, may be appointed by resolution or by the chair with the consent of the meeting to count and report upon the results of the voting which is done by ballot.
- 7.10 Quorum - Fifteen (15) members in good standing or fifty (50%) percent of the members in good standing whichever is less shall constitute a quorum at any general meetings of the members.
- 7.11 Votes to Govern - At any meeting of members every question shall, unless otherwise required by the Act, be determined by the majority of votes cast on the question. In the case of an equality of votes either upon a show of hands or upon a ballot, the chair of the meeting shall be entitled to a casting vote.
- 7.12 Show of Hands - Any question at a meeting of members, shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and

entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceedings in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the question.

7.13 Ballots – On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, any member may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken each member present shall be entitled to one vote and in addition any other votes he or she is authorized to vote by proxy. The results of the ballot so taken shall be the decision of the members upon the question.

7.14 Resolution in Writing – A resolution in writing signed in counterpart or in one instrument by all the members entitled to vote at a meeting of the Society is as valid as if it had been passed at the meeting of the Society.

7.15 Resolutions to be presented at a meeting of members must be sent by mail or e-mail to all members at least 30 days prior to that meeting.

## **SECTION EIGHT – BUSINESS OF THE SOCIETY**

8.01 Banking Arrangements – All monies received by or on behalf of the Society shall be deposited by the treasurer in whatever Chartered Bank, Credit Union, Treasury Branch or Trust Company the Board may order.

- 8.02 Borrowing – For the purpose of carrying out its’ objectives the Society may borrow, raise or secure the payment of money, in any manner it sees fit, and in particular by the issue of debentures. Any monies borrowed by the Society must have prior approval of the Membership by Special Resolution.
- 8.03 Execution of Instruments – Unless determined otherwise by the Board or the by-laws, all instruments of the Society may be signed and delivered on behalf of the Society by any person holding the office of president, vice-president, secretary or treasurer. The Board may from time to time direct the manner in which and person or persons by whom any particular instrument or class of instruments may or shall be signed and delivered. Any person authorized to sign may affix the seal to any instrument requiring the same.
- 8.04 Execution of Cheques – The Board shall appoint three persons who may be either directors or officers to sign all financial transactions of the Society, and the signature of any two of these persons shall be required on all cheques and other instruments disbursing funds.
- 8.05 Seal – The Board shall adopt a seal for use by the Society. The stamp or mechanical device generally used for affixing the seal shall remain in the custody of the secretary and be used in the manner specified by Subsection 8.03.
- 8.06 Remuneration –  
Members: The society shall be carried on without purpose of gain to any of the members and no part of the income of the society shall be payable to or otherwise available for the personal benefit of any member  
Directors: The Directors and Officers shall serve without remuneration and shall not receive directly or indirectly any profit from their position. However, a Director or Officer may be paid reasonable expenses incurred in the performance of his/her duties.
- 8.07 Conflict of Interest: Directors must avoid and declare

any conflict of interest with respect to their director responsibility. No private business shall be conducted between any director and the Society. Directors must not use their position to obtain employment within the society for themselves or family members.

If the board determines that a conflict of interest situation exists, it shall resolve the issue by following one of the following options:

- a. require the director to undertake a course of action to eliminate the conflict of interest situation;
- b. require the director to abstain from any discussions where a conflict of interest exists;
- c. accept the directors resignation; or
- d. remove the director from the board.

#### **SECTION NINE – AUDITING**

9.01 Auditors – The auditor(s) appointed shall be either a duly qualified accountant or two members of the Society.

At each annual general meeting, the members will appoint an auditor of the Society who will retire at the close of the following annual general meeting, but if qualified will be eligible for re-appointment. Any vacancy occurring during the term of the auditor will be filled by the Board.

9.02 Auditing – The books, accounts and records of the secretary and treasurer shall be audited once each year.

A complete and proper statement of the standings of the books for the previous year shall be submitted by the auditor at the annual general meeting. The fiscal year shall end on March 31<sup>st</sup>.

#### **SECTION TEN – AMENDMENT OF THE BY-LAWS**

10.01 Amendments – Additions to, amendments to, or rescissions of the by-laws are not effective until they are approved by the members by special resolution as defined by the Act and filed and approved by the Registrar of Joint Stock Companies.

**SECTION ELEVEN – NOTICE**

- 11.01 Notice – Unless another method for notice has been set out in the Act or the by-laws, any notice to be given pursuant to the Act, the by-laws or otherwise to a member, director, officer, auditor or member of a committee of the Board shall be sufficiently given if it is given to the person to whom it is intended by telephone or e-mail or if it is delivered personally to that person, delivered to that person's recorded address or mailed to that person's recorded address by prepaid ordinary post or airmail.
- 11.02 Deemed Notice – Any notice that is delivered shall be deemed to have been given when it is delivered personally or to the recorded address or e-mail address; any notice mailed shall be deemed to have been given when it is deposited at the post office or public letter box.
- 11.03 Waiver of Notice – Any member, director, officer, auditor or member of a committee of the Board may at anytime waive any notice, or waive or abridge the time for any notice, required to be given to him or her under the Act, by-laws or otherwise. Such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given, shall cure any defect in the notice.

**SECTION TWELVE – MEMBERSHIP AND ITS RIGHTS AND OBLIGATIONS**

- 12.01 Eligibility – The Board shall set the necessary requirements for admission as a member to the Society. These may include such things as: educational requirements; work experience; character references; and any other qualifications the Board decides are necessary. It shall be in the sole discretion of the Board as to whether an applicant meets the standards set by the Board. Persons present at the general meeting adopting these by-laws will be considered as charter members of the Society upon receipt of a membership fee and

providing they meet the requirements for membership as stated in these by-laws.

## 12.02 Type of membership -

### 12.02.01 Professional Chemist

An applicant who produces documentation satisfactory to the Membership Committee that shows that:

- a) - the applicant has obtained an undergraduate degree in science (major or honours in chemistry) or graduate degree in chemical sciences from a university whose curriculum has been approved by the Chemical Institute of Canada; or
- b) - an undergraduate degree in science (major or honours in chemistry) or graduate degree in chemical sciences from another educational institution equivalent to an undergraduate degree or graduate degree in chemical sciences from a university whose curriculum has been approved by the Chemical Institute of Canada,
- c) - has at least 24 months of work experience in the practice of chemistry that is acceptable to the Membership Committee, and
- d) - agrees in writing to abide by the Society's Code of Ethics, as described in Section thirteen of the by-laws, is entitled to be a member as a professional chemist.
- e) - notwithstanding subsection 12.02.1a, an applicant is entitled to be member as a professional chemist if the applicant is the equivalent of a professional chemist in good standing with a reciprocal Society and agrees in writing to abide by the Society's Code of Ethics, as described in the by-laws.

is entitled to be a Member as a Professional Chemist and may use the abbreviation P.Chem.

### 12.02.02 Chemical Technologist

An applicant who produces documentation satisfactory to the Membership Committee that shows that:

- a) - the applicant has obtained a technology diploma in chemical sciences from a college whose curriculum has been approved by the Chemical Institute of Canada; or
- b) - a technology diploma in chemical sciences from

another educational institution equivalent to a technology diploma in chemical sciences from a college whose curriculum has been approved by the Chemical Institute of Canada,

c) - has at least 24 months of work experience in the practice of chemistry that is acceptable to the Membership Committee, and

d) - agrees in writing to abide by the Society's Code of Ethics, as described in Section thirteen of the by-laws, is entitled to be a member as a chemical technologist.

e) - notwithstanding subsection 12.02.2a, an applicant is entitled to be a member as a chemical technologist if the applicant is the equivalent of a chemical technologist in good standing with a reciprocal Society and agrees in writing to abide by the Society's Code of Ethics, as described in the by-laws.

is entitled to be a Member as a Chemical Technologist and may use the abbreviation Chem. Tech.

#### 12.02.03 Chemist-in-Training

An applicant who meets the requirements of subsections 12.02.1a and 12.02.1d, or subsections 12.02.1b and 12.02.1d

But not subsection 12.02 .1c

is entitled to be a member as a Chemist-in-Training.

#### 12.02.04 Chemical Technologist-in-Training

An applicant who meets the requirements of subsections 12.02.2a and 12.02.2d, or

subsections 12.02.2b and 12.02.2d

But not subsection 12.02.2c

is entitled to be a member as a Chemical Technologist-in-Training.

12.02.05 The Society does not claim exclusive rights to the use of the terms

Professional Chemist, Chemical Technologist or their abbreviated forms (P.Chem. and Chem. Tech.) under these by-laws

#### 12.03 Renewal of Membership

Subject to subsection 12.02, an application for annual

renewal of membership as a professional chemist or chemical technologist or a chemist-in-training or a chemical technologist-in-training shall be approved by the Membership Committee if the applicant provides a statement of professional activities that have contributed to their professional development and has paid the prescribed renewal fee.

Professional development activity includes but is not limited to:

- employment at a chemical facility or industrial facility (in a chemistry role) or laboratory or as a consultant chemist;
- course work;
- course development;
- teaching;
- on-the-job mentoring;
- authoring scientific material for publication (subject to confidentiality);
- attendance at conferences or seminars;
- reading professional or technical literature; and
- contributing to the activities or administration of the Society.

The Membership Committee will keep a record of professional development activities of a registered member.

12.04 The secretary shall issue:

- a Certificate of Membership as a Professional Chemist to a person whose registration as a Professional Chemist member of the society has been approved by the Membership Committee.
- a Certificate of Membership as a Chemical Technologist to a person whose registration as a Chemical Technologist member of the society has been approved by the Membership Committee.

12.05 Membership Dues - The Board shall fix an annual membership due and may vary its amount from time to time. The Board shall not, however, have the power to set the annual membership due at more than one hundred dollars (\$100.00) without first obtaining the approval of the members. The annual membership dues shall be paid by



each member and is due and payable on or before the first day of each calendar year. Persons applying to become members must submit the membership dues for that calendar year or if the Board so decides a pro-rated portion thereof along with their application for admission to the Society. The dues submitted will be returned if admission to the Society as a member is denied. Retired members shall be exempt from dues after a period of ten (10) years from the date of incorporation. Prior to that time a retired member shall not pay dues in excess of thirty-five dollars (\$35.00).

- 12.06 Application Fee - The Board may in its discretion fix a fee for application and vary its amount from time to time. The Board shall not, however, have the power to set the application fee at over one hundred dollars (\$100.00) without first obtaining the approval of the members. Persons applying to become members must submit the application fee, if there is one, along with their application form to the Society. The application fee will be returned if the application is denied. The application fee will not apply for the first year after incorporation.
- 12.07 Member's Address - A member shall notify the Board through its secretary of a change of address and /or e-mail address.
- 12.08 Code of Ethics - The members of the Society shall follow the Code of Ethics as set out in Section Thirteen.
- 12.09 Rules - The Board may make rules from time to time which rules shall be published by the secretary and followed by the members.
- 12.10 Member in Good Standing - Any member who has not withdrawn, been suspended or expelled is a member in good standing. Only a member in good standing has any membership rights, privileges or powers.
- 12.11 Suspension and Expulsion - If a member is in arrears for dues or assessments for any fiscal year, such member shall automatically be suspended at the expiration of six (6) months from the end of such year and shall thereafter

be entitled to no membership rights, privileges or powers in the Society until reinstated. Any member may be suspended by the Board for the nonpayment of dues. No member shall be suspended by the Board unless that member has been given due notice.

12.12 Expulsion - A member can be expelled by the Board on the recommendation of the Discipline Committee for misconduct. No member shall be expelled by the Board unless that member has been given an opportunity to make a statement to the Board. Any member expelled by the Board must apply for membership to the Membership Committee, if that person wishes to be reinstated as a member. The Membership Committee will establish requirements for the reinstatement of an expelled member.

12.13 Withdrawal - Any member wishing to withdraw from membership may apply to do so upon notice in writing to the Board through its secretary.

12.14 Inspection of Books and Records - The books and records of the Society may be inspected by any member of the Society at the annual general meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the books or records that the member wishes to inspect.

### **SECTION THIRTEEN - CODE OF ETHICS**

Adherence to the following principles is a requirement of membership.

As professional chemists, chemical technologists, chemists-in-training or chemical technologists-in-training, the members of The Nova Scotia Chemists' Society undertake:

- To dedicate themselves to the highest standards of personal honour and professional integrity;
- To extend fairness and loyalty to associates, employers, subordinates and employees; and
- To accept and defend the primacy of public well-being.

In observance of these commitments, they shall adhere to the following:

## 13.01 Duties of Members to the Public

A member shall:

- have proper regard in all his or her work for the safety, health and welfare of the public;
- protect the public welfare by acting responsibly at all times and by cooperating with government and consumer agencies;
- not be associated with enterprises contrary to the public well-being or sponsored by persons of questionable integrity;
- show due diligence in the practice in the profession and demonstrate an effort to keep up to date with its changes;
- have the public interest take precedence over all other interests; and
- protect the environment by acting responsibly at all times and by cooperating with government and consumer agencies.

## 13.02 Duties of Members to their Employers or Clients

A member shall:

- provide competent and responsible services, and shall only undertake work which he or she is competent to carry out;
- be honest, diligent and conscientious in the performance of his or her duties.
- not be engaged in activities conflicting with his employment, nor accept remuneration for services rendered other than from his or her employer or client, unless his or her employer or client gives written consent to do so;
- set fees which fairly reflect the knowledge, skill and time involved in performing services; and
- not disclose confidential information without the express consent of his or her employer or client.

## 13.03 Duties of Members to Themselves, Other Members and the Society

A member shall:

- practice chemistry in accordance with the laws of Nova Scotia and Canada;
- present a good image to the public by maintaining high ethical standards of practice and standards of personal

- ethics that reflect credit to the Society;
- support the Society and further its aims;
  - conduct himself or herself towards other members with fairness and good faith;
  - endeavour to cooperate with other members, and will encourage the ethical dissemination of new methods and technical knowledge; and
  - not deliberately or maliciously attempt to injure the reputation of another member.
  - maintain a high level of competence through continuing education.

#### **SECTION FOURTEEN – MISCELLANEOUS**

- 14.01 Committees of the Board shall appoint a chair from within their number.
- 14.02 Minutes must be kept for any meeting of the Board, Members and Subcommittees. All minutes must be forwarded to the secretary for records.