



The Institute of Textile Science

Incorporated, Canada 1956

INSTITUTE OF TEXTILE SCIENCE

BYLAWS

Adopted during the April 17th, 2009 Annual General Meeting

I MEMBERSHIP

The Institute shall consist of Members, Fellows/Affiliates, and Honorary Members.

a) A person shall be eligible for election to become a Member in the Institute of Textile Science provided:

i) that he/she had obtained a diploma or degree in Textiles from an Institute of higher learning, and that subsequent to graduation he /she has had a further two years of experience in a related industry or Institute of higher learning;

OR

ii) that he/she holds a diploma or degree in pure or applied science from an Institute of higher learning, and that subsequent to graduation he /she has had a further two years of experience in a Textile or related industry or institute of higher learning;

OR

iii) that he/she has had training and experience in textiles or a related industry of a duration and character judged by the Board of Directors of the Institute to establish an appropriate level of interest in, and understanding of the proceedings and affairs of the Institute.

b) Any two members of the Institute may nominate a Member of the Institute for

election to Fellow/Affiliate membership in the Institute where, in their opinion, the nominee has made a contribution in the field of Textile Science. Such contribution will have resulted from personal involvement over a period of years in textile science or applied science in the nature of:

i) published original scientific papers recording new knowledge relating directly to textiles and comprising a substantial addition to the scientific literature;

OR

ii) distinguished service in management, organization and planning of the advancement of textile knowledge;

OR

iii) outstanding and widely recognized achievement involving one or more original technical contributions in the application of textile science resulting in a significant advance in the development of textile machinery processes or product;

OR

iv) outstanding achievement in teaching in fields related to Textile Science or Technology in Canada;

OR

v) a person whose training and experience are judged to be less than that required for Membership

in the Institute, but who is directly interested in textile science or technology in a student or graduate capacity, or in a textile related industry.

- c) An Honorary Member shall be a person to whom the Institute wishes to grant special recognition for services rendered or outstanding services rendered in fields related to Textile Science or Technology. Honorary Membership to the Institute shall be recommended by the Board of Directors for approval by a majority of members.

In these Bylaws, any personal pronoun shall be read as applying to either sex.

II ELECTION OF MEMBERS, HONORARY MEMBERS, FELLOWS/AFFILIATES

- a) Application for election to the three classes of membership shall be submitted in writing on the official application form as set up by the Board of Directors of the Corporation. Each application shall contain the sponsorship of two Members of the Corporation. Every application shall be delivered to the Secretary of the Corporation accompanied by the current fees prescribed by the Corporation.
- b) Application for election shall be considered at the first or second meeting of the Board of directors following the receipt of the application.
- c) Fees for all candidates not accepted for election shall be returned to them by the Secretary.

III ELECTION OF MEMBERS TO FELLOWSHIP

Nomination for Fellowship for a Member shall be submitted by five Members to the Secretary of the Corporation. The election of a member to Fellowship in the Institute may take place at the first or second meeting of the Board of Directors following the receipt of the nomination.

IV MEMBERSHIP FEES

All members shall pay annual dues and special assessments 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.

V SUSPENSION AND REMOVAL OF MEMBERS

- a) The Board of Directors shall have the power and right to suspend or terminate the membership of any member
 - i) whose annual dues shall be six months or more in arrears, providing the Secretary or the Treasurer shall have sent such member not less than one month's notice of such arrears
 - ii) who has been guilty of misconduct of such a nature as would render him / her unworthy of membership in the Corporation.
- b) suspension or termination of membership shall be by the affirmative vote of not less than two thirds of those present at a regular meeting of the board of Directors.

VI READMISSION OF FORMER MEMBERS

Any former Member of the Corporation whose membership has been terminated may apply for membership in a manner similar to that provided for new members.

VII RIGHTS AND PRIVILEGES OF MEMBERS

- a) All members shall have the right to attend and take part in all general, special and scientific meetings of Members of the Corporation.
- b) All members shall be entitled to vote at all meetings of Members of the Corporation, and to vote for the election of Directors.
- c) Any member may resign by notice of same in writing addressed to the Corporation

and delivered to the Secretary provided that his membership fees are not in arrears including those of the year in which such notice or resignation is received.

VIII MEETINGS OF MEMBERS

- a) The Annual General Meeting of the Corporation shall be held at a place designated by the Board of Directors on a day in the months of the first quarter of the calendar year. At such meeting the Members shall elect the Directors and shall receive a Directors' report, Committee reports, and a report of the auditor.
- b) During the AGM a vote of the general membership shall be taken to ratify and support the decisions of the Board of Directors for the coming year.
- c) Fifteen days prior written notice shall be given to each Member of any annual or special general meeting. Information on decisions to be taken at such meetings will have to be included in the notification.
- d) The quorum for the AGM is set at 9 Members present. Decisions will be taken based on a vote being taken, and decisions will be subject to 50% + 1 for approval
- e) Each Member present at the meeting shall have the right to exercise one vote on all matters requiring voting.
- f) Special General Meetings of the Members of the Corporation may be called at any time
 - i) by the President,
 - ii) upon resolution of the Board of Directors,
 - iii) upon written resolution delivered to the Secretary of the Corporation and signed by not less than 10 Members in good standing.
- g) Special General Meetings of the Members will be held within a delay of 31 days of the

resolution or requisition as referred to above.

- h) Except where the Canada Corporations Act requires a meeting at the discretion of the Board of Directors a letter ballot of all Members in good standing may be taken at any time upon any matter of matters affecting the interests of the Corporation including the election of directors of the Corporation. An interval of thirty days shall be allowed between the time when ballots are mailed by the Secretary and the time when ballots are counted by him, and ballots not received within such delays shall be rejected.
- i) Faxes and emails from the Members shall be acceptable for such ballots.
- j) The conduct and procedure of all meetings of members and the Board of Directors shall be governed by standard rules of Parliamentary procedure wherever they may be applicable.
- k) The Directors may exercise all such powers of the Corporation as are not by the Canada corporations act and Amendments or by the Bylaws required to be exercised by the Members at General Meetings.

IX FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year, i.e. January 1 to December 31.

X BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors elected from within the membership of the Corporation; 50% of the elected members of the Board of Directors plus one shall constitute a quorum during all regularly scheduled meetings of the Board.

- a) Directors shall be elected by a majority of Members present at the Annual General Meeting.

- b) Directors shall be eligible for re-election if they are Members of the Corporation.
- c) The Office of a Director shall be automatically vacated:
 - i) by delivering a written resignation to the Secretary,
 - ii) on death,
 - iii) if at an Annual or Special General Meeting of Members a resolution is passed by two thirds of the members present that he be removed from office.
- d) The remaining Directors may by resolution appoint a Member of the Corporation to fill such vacancy and a Member so appointed shall hold such office for the balance of the term.
- e) 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.
- f) Directors shall hold office until the next AGM following their election or appointment. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his successor is elected.
- g) The Board of Directors shall control and direct the investment and care of the funds of the Corporation shall make appropriations for scientific purposes, shall pass upon applications for admission to membership and affiliates and, in general, shall control and conduct the business of the Corporation, either directly or through the officers, committees or appointed agents.
- h) The President, Vice-President, Secretary and Treasurer shall be elected each year, by the Board of Directors from among the Directors. Such election shall be at the first meeting of the Board following the AGM at which the Board of Directors is elected. Such meeting of the Board of Directors

shall be held on the same day as the AGM of Members.

- i) The President may hold office for a maximum of two consecutive terms, provided after serving his first year's term he informs the nominating committee of his willingness to continue and is duly re-elected for a second year. After his term has expired, he shall not be eligible for re-election to such office until four years have elapsed from the expiration of his last term of office as President of the Corporation.
- j) The Vice-President, Secretary and Treasurer may be re-elected to such offices or to any other offices of the Corporation so long as they qualify for same.
- k) The Board of Directors may appoint all and any Committees, the appointment of which is not otherwise provided by the Bylaws and the Board shall prescribe the object, purposes, duties, terms of existence and other conditions with respect to committees so appointed. Members of such committees shall not be remunerated, but by resolution of the Board, may be reimbursed for expenses incurred while carrying out the business of the Committee.

XI NOMINATING COMMITTEE

The nominating committee shall be appointed by the Board of Directors.

- a) The nominating committee shall consist of four members including the President and three members who are not Directors.
- b) The Nominating Committee shall nominate the candidates for Directors of the Corporation.
- c) The report of the Nominating Committee shall be delivered to the Members at the AGM. Additional nominations may be made by two Members in good standing, but the Members recommended must be present at the AGM, and must accept to stand for election.

XII AUDITORS

The Members shall at each annual meeting of Members appoint an auditor to audit the books and accounts of the Corporation and to hold such office until the next annual meeting of Members, provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors. The auditor shall have power to requisition accounts, vouchers, minute books, records and other information which may be required for a complete audit of the financial affairs of the Corporation. He shall examine and audit the accounts of the Treasurer and shall submit a report to the Board of Directors upon the financial statement of the Treasurer for presentation to the Members at the following Annual General Meeting of Members.

XIII SIGNATURE AND CERTIFICATION OF DOCUMENTS

- a) The President, Vice-President, Treasurer and Secretary and such other person or persons as the Board of Directors may appoint or any of them are authorized and empowered to appear and make answer for the Corporation to all writs, orders and interrogatories issued out of any Court to declare for and on behalf of the Corporation in answer to writs of attachment in which the Corporation is garnishee: to make all contracts, affidavits and Sworn Declarations in connection therewith and in connection with any and all judicial proceedings to which the Corporation is a party; to make demands of abandonment of Petitions in bankruptcy; for winding up or receiving orders upon any of the debtors of the Corporation; to attend and vote at all meetings of creditors and grant proxies in connection therewith.
- b) All other contracts, documents and instruments in writing requiring the signature of the corporation shall be signed by any two of the President, Vice-President, Treasurer, Secretary or by any one of the foregoing together with one

Director unless the Board of Directors by resolution order otherwise.

XIV REGULATIONS

The Board of Directors may make, alter or revoke Regulations not inconsistent with any Bylaws for the carrying out of the objects of the Corporation and the Bylaws.

XV ENACTMENTS, REPEALS AND AMENDMENTS OF BYLAWS

- a) At all meetings of Members of the corporation, every question shall be determined by a majority vote unless otherwise specially provided by the Canada Corporations Act and amendments or by the Bylaws of the Corporation.
- b) The Bylaws of the Corporation may be repealed or amended by Bylaw enacted by the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds of the Members present in person or represented by a written vote of a Board Member or Board Members, at a meeting duly called for the purpose of considering the said ByLaw or Bylaws provided that no such or Bylaws repealed or amended any other Bylaw or Bylaws of the Corporation shall be acted upon or enforced until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

XVI BANKING

A Bylaw to authorize the Treasurer to make banking arrangements.

The Board of Directors is hereby authorized from time to time by resolution:

- a) To appoint any banks, banking institutions or trust companies in Canada, the United States of America or elsewhere bankers to the Corporation.
- b) To borrow money and obtain advances upon the credit of the Corporation from the

banks, banking institutions or trust companies so appointed at such times, in such amounts, in such manner, to such extent and on such terms as they think proper, either by discounting or causing to be discounted by the said banks, banking institutions or trust companies any or all of the Corporation's real or personal property, and to give such security thereon to any bank to which the provisions of the Bank Act of Canada apply as may be taken by a Bank under the provisions of the said Bank Act, and to renew, alter, vary or substitute such securities from time to time, with authority to enter into promises to give security under the said Bank Act for any indebtedness contracted or to be contracted by the Corporation to any bank to which the provisions of the said Bank Act apply; and

- c) to authorize from time to time such director or directors, officer or officers, clerk, cashier, or other employee of the Corporation, or such other person, whether connected with or employed by the Corporation or otherwise as the Directors by such resolution appoint, to sign, accept, draw, endorse, and execute on behalf and in the name of the Corporation, all such documents, agreements, cheques, promissory notes, bills of exchange, acceptances and other negotiable or transferable instruments, pledges, assignments, and any other document or instrument that may become necessary or desirable in connection with the Corporation's banking business, and the same and all renewals thereof so signed shall be binding upon the Corporation, and to make arrangements with reference to the money borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof, with power to vary or modify such arrangements, terms and conditions and to give additional securities for any moneys borrowed or remaining due by the Corporation and generally to manage, transact and settle the banking business of the corporation; and

- d) to delegate to such person or persons as the Directors may in such resolution designate, all or any of the powers hereby conferred upon the Directors.

Any resolution of the Board of Directors passed upon the authority conferred upon the Directors by this Bylaw "Banking" shall continue in force as between the Corporation and any bank, banking institution or trust company appointed hereunder and to whom a copy of this Bylaw "Banking" and a copy of the Resolution of the Board shall have been passed by the Board of Directors repealing or revoking or canceling the Resolution of the Board of Directors delivered to such bank, banking institution or trust company and a copy thereof, duly certified under the seal of the Corporation delivered to such bank, banking institution or trust company.

XVII RECENT AMENDING BYLAWS

Remove current amendments, and replace with Bylaws amended and ratified by the General membership during the 2008 AGM.