

Sample Branch terms of reference

"Canadian Institute of Mining, Metallurgy and Petroleum"

operating as "CIM" Branch ____ [branch name] _____

[DATE]

A terms of reference relating generally to the CIM Branch ____ [Branch name] _____ and conduct of the Branch affairs under the "Canadian Institute of Mining, Metallurgy and Petroleum" operating under the abbreviated name "CIM."

WHEREAS the CIM Branch ____ [Branch name] _____ is located in ____ [city/town] _____, in the Province or State of ____ [province/state] _____ in ____ [country] _____;

WHEREAS the Branch is a constituent of the Institute, the "Canadian Institute of Mining, Metallurgy and Petroleum." The National office is located in Montreal, Quebec; and,

BE IT ENACTED as these terms of reference for the Branch as follows:

1.0 INTERPRETATION

In these terms of reference, and all other guidelines, policies resolutions of the Branch and Institute, unless the context requires otherwise:

The singular means the plural;

The masculine shall mean the feminine and vice-versa;

'Act' means the an Act to amend the "Act of The Canadian Institute of Mining and Metallurgy," Statutes of Canada, 1990, C.54, as amended and any statute enacted in substitution therefore from time-to-time;

'Branch' shall mean a branch established by resolution of the Council to advance the objects of the Institute and embrace the Membership in any particular region, district or profession;

'Committee' shall mean a committee of the Institute as defined in these terms, or established by resolution of Council;

'Executive Committee' or 'Executive' shall mean the governing body of the Branch;

'Council' or 'CIM Council' means the governing council of the Institute;

'Director' shall mean a person elected or appointed to the governing body of the Branch;

'Director-at-large' shall mean a person appointed to the Executive by the Executive under the provisions

'District(s)' means one or other or all of the geographical divisions designated by Council;

'Employee' shall mean a person in the paid employment of the Branch;

'Executive Director' shall mean the Executive Director of the Institute as defined in Part 10.8 of the Institute By-law;

'Institute' means the "Canadian Institute of Mining, Metallurgy and Petroleum" as incorporated under the Act and operating under its abbreviated name "CIM";

'Immediate Family' means parent, spouse, common law partner, son or daughter and brother or sister;

'Member' means a Branch Member as defined in Parts 7.1 and 7.2 of the Institute By-law;

'Membership' means those Branch Members collectively defined in Parts 7.1 and 7.2 of the Institute By-law;

'Not-for-Profit corporation' shall mean a corporation without share capital as defined under the Canada Corporations Act (1970, c. C-32) and any successor legislation;

'Officers' shall mean the Officers of the Branch's governing body or Executive;

'Register' shall mean the list of Members of the Branch;

'Society' shall mean a 'Technical Society' established by the CIM Council to advance the objects of the Institute within a particular mining, metallurgical or minerals industry, technical, professional or interest group, subject to such criteria as Council may from time to time approve.

1.1 Official Abbreviation

The official abbreviated name of the "Canadian Institute of Mining, Metallurgy and Petroleum" shall be "CIM."

1.2 Fiscal Year

The 'Fiscal or Financial Year' for the keeping and auditing of the financial accounts and records of the Branch shall begin **on the first day of January** of each calendar year and **end on the last day of December** of that year.

2.0 HEAD OFFICE

The head office of the Institute or National Office shall be in Montreal, Quebec, Canada at such place therein, or at such other place in Canada, as may from time-to-time be determined by the Council.

2.1 BRANCH OFFICE

The Branch is located in [city/town] , [province/state] , [country] .

3.0 TERRITORIAL JURISDICTION

The Executive Committee has jurisdiction and may carry out business in its own territory defined by Council.

4.0 BRANCH PURPOSE

Branches provide leadership to address the local needs of the Membership working within the strategic vision of CIM. Every Branch serves as an ambassador for the organization's principles and Membership growth objectives. Branches help raise the profile and impact of the CIM's inspired value proposition: CIM – *The community for leading industry expertise.*

The Institute shall have, as its general purpose, to provide leadership in the mining, metallurgy and materials industries by promoting technical excellence and professional practice through programs of Member education, professional development, knowledge sharing, business networking, fellowship and public information.

5.0 OBJECTIVES

As does the Institute, the Branch shall pursue the following objectives

1. Promote the arts and sciences connected with the economical production of valuable minerals and metals;
2. Facilitate exchange of knowledge and technology;
3. Take concerted action upon such matters as may affect the mining, minerals and metallurgical industries within Canada and the international interests of these industries;
4. Encourage and promote these industries;
5. Promote and recognize a high degree of professionalism and excellence in the production of minerals and metals and in the conduct of business affairs within these industries; and,
6. Promote fraternity and provide opportunities for networking within these industries.

6.0 MEMBERSHIP

A **'Branch Member'** is a Basic National Member as a result of the One Membership policy passed in 2007 by Council. Branch Members are individuals that subscribe to the objectives of the Branch. Members who have paid the fee prescribed by the Executive Committee for voting Members shall have the right to vote in meetings of the Members and otherwise enjoy all the benefits of Membership as from time-to-time defined by resolution of the Executive.

While Branch Members have the right to vote at the Branch level, they shall not be entitled to notices of National meetings or to vote at such meetings, unless promoted to full National Membership. Furthermore, all Officers of the Executive shall have a National Membership.

A **'Student Member'** shall be any person enrolled in a university, college, and technological or technical school as a student in courses that normally lead to a career in the mining, minerals, metallurgical or materials industries as determined by the Branch. A student Member shall have all the benefits of Branch Membership except the right to vote.

The status of 'Student Member' shall be retained as long as the person is a student. A Student Member shall be transferred automatically to the classification of Branch Member upon the Executive Committee being advised that the student has completed his studies.

Branches are encouraged to promote all classifications of National Membership, including student and corporate.

6.1 Eligibility for Membership

Membership in the Branch is open to any person **or corporation** that meets the following criteria:

- a) Applies for Membership by such method and process as approved by the Executive Committee;
- b) Has paid such Membership dues as may from time-to-time be set by the Executive Committee;
- c) Has, in the opinion of the Executive Committee, a genuine interest in furthering the objectives of the Branch and Institute as a whole;

6.2 Removal

Upon thirty days' notice in writing to a Member of the Branch, a Branch Member may be required to resign by a vote of two-thirds of the Executive Committee present and voting, in a meeting duly called

for the purpose. The Branch Member must first be given an opportunity to be heard. Any Member that is so removed shall cease to be a Member of the Branch and/or Institute so long as the circumstances resulting in the removal prevail.

6.3 Membership Year

The Membership year shall be from the date of the Member's first enrolment to the anniversary date of such enrolment or such other Membership year as the Branch Executive Committee may determine. Any Member in good-standing shall be eligible to vote at the Branch annual general meeting that is held in that year.

6.4 Membership Dues

The Executive Committee shall, by two-thirds (2/3) majority vote, from time-to-time set Branch Membership dues. The determination of the dues shall be fully communicated to the Membership through publication or other electronic means. The Branch Secretary shall send a reminder to each Member whose fees are about to come due. A Member whose fees have not been paid within **one (1)** month of the anniversary date of the Member's Membership year shall be mailed a dues notice by the Branch or Institute. If the dues have still not been received within **two (2)** months of the anniversary date of the Member's Membership year, a second notice shall be mailed along with a letter advising the Member that his or its name will be removed from the mailing list within a further month of arrears. If the dues are still unpaid within **three (3)** months of the Member's anniversary date, the Member's name may be kept as a contact in the directory.

6.5 Termination for Non-payment

The Executive Committee may terminate the Branch Membership of any Member who is in arrears if the arrears of dues are not paid within the time designated in Part 7.5. If the arrears are not paid by the designated time, the Executive Committee may pass a resolution authorizing the removal of the Member from the Register of Members of the Branch. Any Member that is so removed shall cease to be a Member of the Branch and Basic Member of the Institute. However, if he has a National Membership, he will continue this Membership until termination. Any Branch Member may re-apply for Membership in the Branch. Approval of such re-application may be subject to payment of any outstanding arrears in Membership dues, or a waiver of such dues by the Executive. Members, subject to approval of the Executive Committee, may pay arrears for periods of non-Membership to recapture seniority in the Branch and the benefits thereof.

6.6 Resignation

A Member may resign at any time by delivering to the Executive Committee or Institute a written resignation. The effective date of a Member's resignation shall be as stated on the written resignation. A Member shall remain liable for payment of any sum which became payable by the Member to the Branch prior to the Member's resignation. Dues shall be paid up to the date of resignation in order that the Member's account may be cleared and the resignation be held in good standing.

7.0 OFFICERS

7.1 Executive Committee

The affairs of the Branch shall be governed by an Executive Committee, generally referred to as the 'Executive.' The Executive provides leadership to promote the objectives of CIM.

The Executive is comprised of the following Officers:

- a) Chair;
- b) Vice-Chair;
- c) Second Vice-Chair;
- d) Treasurer;
- e) Past Chair, and
- f) Secretary

7.2 Eligibility

Any natural person is eligible to be an Officer of the Executive Committee who resides in the Branch location and meets the eligibility requirements for Membership in the Institute set out in the Membership provisions and:

- a) Is at least eighteen (18) years of age, or is otherwise competent to enter legally binding contracts under the laws of Canada or its provinces and territories; and
- b) Is not an un-discharged bankrupt.

7.3 Term of Office

Officers shall, unless otherwise provided in the terms of reference, hold office for a one-year renewable term, as determined by the Branch.

7.4 Election of Officers

Officers shall be elected as prescribed in these terms set by the Branch and its Members. Failure of a candidate to provide a signed acceptance pursuant to Part 8.5, shall not, in itself, nullify the election of that person if that person subsequently takes up the office of Director by attending meetings of the Board or otherwise assuming the responsibilities of a Director.

7.5 Nomination of Executive Committee Officers

Nominations for vacant Officer positions shall be submitted in writing to the Chair of the Committee responsible for nominations by **December 31st** in each year.

7.5.1 Notice of Vacancies

Not later than **October** of each year, the Secretary shall publish a notice of all offices falling vacant at the next annual general meeting, and shall call for nominations to such offices. This may be done through the medium of Branch and Institute publications and electronic communications media.

7.5.2 Nomination of Second Vice-Chair

(a) A nomination for Second Vice-Chair shall be made by the Committee responsible for nominations, which shall be chaired by the Past Chair or designate drawn from Members of the Executive Committee.

(b) The procedure for selecting a candidate shall commence as soon as practicable after **October 1st** in each year and must be completed on or before **January 31st** of the following year.

(c) Each Officer shall be requested by the Chair of the Executive Committee to submit the name of one or more Members of the Branch as a candidate for the office of Second Vice-Chair for the ensuing year.

(d) The Executive Committee shall, by majority vote, approve its nomination of a candidate for the office of Second Vice-Chair for the ensuing year, and report in writing to the Secretary on or before **January 31st** of each year preceding the annual general meeting at which the report of the committee responsible for nominations will be presented.

(e) A candidate for Second Vice-Chair may also be nominated by means of a letter to the Secretary signed by 10 or 20 Branch Members and mailed or e-mailed to the Secretary no later than **December 31st** preceding the election for Second Vice-Chair.

(f) Should only one candidate be nominated for the office of Second Vice-Chair, his election shall be acclaimed.

(g) Should two (2) or more candidates be nominated for the office of Second Vice-Chair, a ballot of all the voting Membership shall be taken not more than sixty (60) days and not less than forty (40) days prior to the annual general meeting and the candidate receiving the greatest number of votes shall be acclaimed elected.

7.6 Removal or Vacation of Office

An Officer shall automatically cease to hold office if:

- a) A resolution calling for removal of the Officer is passed by a two-thirds majority of the Executive Committee present and voting at a meeting duly called for that purpose;
- b) The Officer dies;
- c) The Officer sends or delivers a written resignation to the Secretary of the Institute;
- d) The Officer otherwise ceases to be eligible as a Member under the terms of the Membership terms of reference and Institute By-law; or
- e) The Officer fails to attend three (3) successive meetings of the Executive Committee, unless the Officer has been specifically excused by resolution of the Officers and Directors-at-large.

7.7 Vacancies

Any vacancy in an Officer position, however caused, shall be filled in accordance with the aforementioned provisions provided that the Executive Committee appoints a replacement for the

offices of Second Vice-Chair, Vice-Chair, Chair, Past Chair and Treasurer. An Officer elected in accordance with the provisions of this Part shall serve for the remainder of the term of the person that the Officer was elected to replace.

7.8 Meetings

Meetings of the Council may be held at such times and at such places within the territorial jurisdiction of the Branch as set out by the Institute. The Executive Committee shall meet no fewer than **four (4)** times each year. The Executive Committee may use teleconferencing or other electronic means pursuant to Part 8.9 as an alternative to meetings in person but, in no instance, shall it meet in person less than **three (3)** times each year. Branch Members may, by invitation of an Officer of the Executive Committee, attend regular meetings of Executive to facilitate communication.

7.9 Meeting by Telephone or Other Electronic Means

If all the Directors of the Institute consent, a Director may participate in a meeting of the Council or of a Committee of the Council by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Institute makes available such a communication facility. A Director so participating in such a meeting is deemed to be present at the meeting. Consent to such a meeting shall be effective whether given before, during or after the meeting to which it relates.

7.10 Notice of Meetings

Notice of the time and place of each meeting of the Executive shall be given to each Officer not less than **fourteen (14)** days before the time that the meeting is to be held. Notice may be given by mail, telephone or other electronic means of communication. Notice of a meeting of Executive need not specify the purpose of, or the business to be transacted at, the meeting except where the Act or these terms of reference requires such purpose or business to be specified, including a proposal to fill a vacancy among the Executive; remove an Officer, Member-at-large; approve any annual financial statements; or adopt, amend or repeal terms of reference provisions.

7.11 Meetings Without Notice

A meeting of Officer may be held without notice at any time and place permitted by the Act or statutes governing the conduct of a not-for-profit corporation (a) if all the Directors entitled to vote are either present, or (b) if those not present consent to such meeting being held. At such a meeting any business may be transacted which the Branch may transact.

7.12 Adjourned Meeting

Notice of an adjourned meeting of the Executive Committee is not required if the time and place of the adjourned meeting is announced at the original meeting, provided that the adjourned meeting is held within **thirty (30)** days of the time specified for the meeting that is being adjourned and that those not present at the original meeting will be served with proper notice of the adjourned meeting.

7.13 Quorum

A quorum for a regular meeting of the Executive shall be a majority of the Directors entitled to vote provided that at least a majority of the number of Director positions on the Executive is occupied. If a majority of the Director positions are not so occupied, the Executive shall forthwith take steps, consistent with the provisions of these terms of reference for election of Directors, to fill the vacant positions or a sufficient number of them to constitute a quorum and satisfy policy requirements for a minimum number of Directors.

A quorum for a special meeting shall be a majority of all Director positions eligible to be filled, regardless of vacancies.

7.14 Voting and Approval of Resolutions

7.14.1 Right to Vote

Every Director entitled to notice pursuant to Part 8.10 shall, subject to Part 8.14.2, have the right to exercise one vote.

7.14.2 Votes to Govern

Resolutions of the Executive shall be adopted by consensus, defined as general acceptance by all Directors present and eligible to vote. Where, in the sole judgment of the Chair, a consensus cannot be achieved, the Chair shall call a vote and the resolution shall be adopted if a majority of the Directors present vote in favour of the resolution, provided that a quorum remains present, and provided that the Chair may cast a second and deciding vote.

Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the Chairperson of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a the Executive Committee, is as valid as if it had been passed at a meeting of Directors or a committee.

No proxies shall be allowed for meetings of the Executive or its committees. Written submissions from a Director who is not present may be entered into the Executive's discussion. A Director who is unable to be present in person may participate by telephone or other electronic means as provided in Part 8.9.

7.15 Remuneration of Directors

The Directors shall receive no remuneration for acting as such and no Director shall directly or indirectly receive any profit from his position. Directors may, pursuant of Part 11.5, be reimbursed for reasonable expenses incurred by them in the normal course of their duties, including attendance at meetings.

7.16 Conflict of Interest

Where a Director, either on his behalf or while acting for, by, with or through another, has any pecuniary or personal interest, directly or indirectly, in any material contract or material transaction or other matter, or otherwise has a conflict of interest, as a Director, he:

- a) Shall disclose his interest fully in writing, or at a meeting of the Directors in which the disclosure is entered into the minutes of the meeting;
- b) Shall disclose his interest and the general nature thereof prior to any consideration of the matter in the meeting;
- c) Shall withdraw from the meeting and shall not take part in the discussion of or vote on any question in respect of the matter. Any such withdrawal shall not affect the quorum for that part of the meeting; and
- d) Shall not in any way whether before, after or during the meeting, influence the voting on any such question.

The pecuniary or personal interest, direct or indirect, of an Immediate Family Member shall, if known to the Director, be deemed to be also the pecuniary interest of the Director. Every declaration of interest and the general nature thereof shall be recorded in the minutes of the meeting.

8.0 POWERS OF DIRECTORS

Every Director of the Branch shall exercise the powers and discharge the duties of his office honestly, in good faith and in the best interests of the Branch and Institute, and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

8.1 Powers of Individual Directors

No individual Director shall have any authority to act on behalf of the Executive or CIM with respect to agents or Employees of the Branch and Institute, or the transaction of the affairs of the Branch and Institute, except as provided in these terms of reference or by resolution of the Executive.

8.2 Directors' Accountability

The Executive Committee and individual Directors represent the Membership of the Branch and are directly accountable to said Membership. They also have a fiduciary duty to those who provide funds to the Branch and to its volunteers and/or staff for the sound administration of the Branch. In addition, they have a general duty of trust to those served by the Institute and to the general public.

Every Director of the Branch shall exercise the powers and discharge the duties of his office honestly, in good faith and in the best interests of the Branch and Institute, and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances, including reliance in good faith on:

- a. Financial statements of the Branch represented to the Director by an Officer of the Executive or in a written report of a public accountant or auditor of the Branch to fairly reflect the financial condition of the Branch; or
- b. A report of a person whose profession lends credibility to a statement made by that person.

8.3 General and Specific Powers

The Directors, acting together in their capacity as an Executive Committee, shall carry on the business of the Branch and promoting the objectives of the Institute, and shall have the authority to exercise any of the powers prescribed by these terms, or by any other statutes or laws from time-to-time applicable, except where such power is contrary to the Institution and its statutes or common law regarding not-for-profit corporations or charities and, without limiting the generality of the foregoing.

However, the Institute shall have the following powers in relation to Branches, as per Institute By-law section 9 and sub-sections:

8.3.1 Power to Establish Societies, Districts, Branches and Special Committees

- (a) To make such arrangements, from time-to-time, as it may see desirable for the establishment and maintenance of technical Societies, Districts, Branches or Special Interest Committees of the Institute to embrace the Membership in any particular region, district or profession.
- (b) To establish such regulations as may be deemed advisable for the governance of the Societies, Districts, Branches and Special Interest Committees. At its discretion, Council may grant financial aid to such Societies, Districts, Branches or Special Interest Committees in the manner and to the extent it may deem necessary or desirable. All Officers of the Societies, Districts and Branches must be Members of CIM.
- (c) To protect the image of the Institute at all times, the design and use of its crest, letterheads and identity in any way, shall be the responsibility of Council. All Members, Societies, Districts, Branches and Committees shall adhere to a common identity in the design of symbols, which highlight the association with CIM.
- (d) To disband any Society, District, Branch or Special Interest Committee that fails to function satisfactorily or to comply with the rules laid down for its operation or for any other good cause. In the event of disbandment, any funds remaining to the credit of such Society, District, Branch or Special Interest Committee shall be transferred to the Institute.

8.3.2 Power to Regulate Finances

- (a) To set out procedures for the solicitation or generation of revenues, expenditures, accounting, surplus and revenue retention and sharing by Societies, Districts, Branches and Special Interest Committees. Each Society, District, Branch or Special Interest Committee of the Institute shall annually, at the end of each calendar year, report by means of a prescribed form provided by the National Office, all income and expense for the year, and cash balance, including all securities held, and a list of all Members and affiliate Members.
- (b) To make such policies regulating the amount of surplus funds that a Society or Branch may accumulate and the allocation of such surplus funds as it deems to be in the best overall interests of CIM.

8.3.3 Power to Make Policies, Rules and Regulations

To establish, by resolution, rules, regulations and policies, not inconsistent with the Institute By-law, relating to the efficient governance, management and operation of the Institute.

8.4 Banking Arrangements

The Institute shall deal with whichever banks, trust companies or other organizations the Council may, by resolution, determine. The Council shall, by resolution, designate those Officers and other persons authorized to transact the banking business, or any part thereof, of the Institute with the banks, trust companies, or other financial depositories carrying on a banking business that the Council has designated as the Institute's bankers. Any two of those Officers, Directors or other persons so designated shall have the authority set out in the resolution including, unless otherwise restricted, the power to:

- a) Manage and operate the Institute's accounts with the bankers;
- b) Make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange or orders for the payment of money of the Institute;
- c) Issue receipts for and orders relating to any property of the Institute;
- d) Execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- e) Authorize any Officer of the banker to do any act or thing on behalf of the Institute to facilitate its banking business.

9.0 OFFICERS AND DUTIES

9.1 General

The Officers of the Branch shall be the Past Chair, Chair, Vice-Chair, Second Vice-Chair, the Treasurer and the Secretary and any such other Officers as the Branch may from time-to-time designate.

The Branch shall annually, or as often as may be required, elect or appoint a Treasurer from among the Directors or **Directors-at-large** and shall appoint a Secretary from among the Directors or from among its members. The Executive, at its first meeting following the annual meeting of Members shall elect these Directors unless otherwise provided in these terms. The Executive may, subject to the provisions of these terms of reference, specify the duties of any Directors so appointed. The Executive may also delegate to any Directors so appointed the power to manage the business and affairs of the Branch in accordance with these terms and subject to the Act of the Institute. One person may hold more than one, but not more than two offices.

9.1.1 Reporting, Term of Office and Succession

The Executive reports to the District Vice-President through the Chair. Each district has an elected Vice-President by the National Members of the District, who shall be a resident in the District for the term of his office. The District Vice President is the information conduit between Branches, Council and National office.

The Second Vice-Chair shall be elected in accordance with the term of office provisions and shall serve a term of **four (4)** years, the first year of which shall be in the capacity of Second Vice-Chair and, so long as he remains eligible, succeed **year-by-year** through the positions of Vice-Chair, Chair and Past Chair.

The Treasurer shall be appointed by the Executive for a term of **two (2)** years and shall be eligible to serve two additional consecutive terms. An Officer shall hold office until his successor is appointed or his term expires, or he is otherwise removed from office.

9.2 Past Chair

The Past Chair shall be the immediate Past Chair of the Branch or, if that person is not available, a former Past Chair in good standing. The Past Chair can have such duties assigned by the Executive from time-to-time. The Past Chair can be a National Member.

9.3 Chair

The Chair shall, along with the Executive, generally oversee and supervise the governance of the Branch. The Chair shall be a Director of the Branch and be a National Member. Specific responsibilities of the Chair include, but are not limited to:

- a) Chairing, when present, all meetings of the Branch and of the Executive Committee;
- b) Managing and overseeing the work of the Branch and its committees;
- c) Signing all documents requiring his signature, including minutes, terms of reference, Branch Manual and special resolutions and/or letters to Members and/or contacts, including corporate sponsors;
- d) Serving, ex officio, as a Member of all committees of the Executive and attending such meetings at his discretion or upon the invitation of the committee;
- e) Representing the Executive within the Branch and publicly;
- f) Attending the annual CIM National Conference and annual general meeting;
- g) Such other duties as may from time-to-time be prescribed by resolution of the Executive or Council that are otherwise incidental to this office, such as greeting speakers and introducing head table at Branch events, etc.

9.4 Vice-Chair

The Vice-Chair shall, in the absence of the Chair, preside over meetings of the Branch and of the Executive Committee and otherwise exercise all the powers and duties of the Chair. The Vice-Chair shall have such other duties as the Executive Committee may, by resolution, assign. The Executive, in the absence of the Chair, Vice-Chair and Second Vice-Chair, may appoint from among its numbers, an acting chairperson. The Vice-Chair shall be a Director of the Branch and be a National Member.

9.5 Second Vice-Chair

The Second Vice-Chair shall, in the absence of the Chair and the Vice-Chair, preside over meeting(s) of the Branch and Executive Committee and otherwise exercise all the powers and duties of the Chair. The Second Vice-Chair shall have such other duties as the Executive may, by resolution, assign. The Executive, in the absence of the Chair, Vice-Chair and Second Vice-Chair, may appoint from among its

numbers, an acting chairperson. The Second Vice-Chair shall be a Director of the Executive and may be a National Member.

The Second Vice-Chair may serve as the Public Relations Committee Chair or Program Committee Member since both provide training for subsequent service as Chairperson. As Chair of the Public Relations Committee, he will be responsible for liaising with the Director of Communications and Media of the National Office to contribute articles and event notifications/activities in CIM Magazine.

9.6 Secretary

The Secretary shall, unless some other Officer or agent has been appointed for any of these purposes, perform or ensure the performance of all secretarial functions for the Executive Committee including, but not limited to:

- a) Giving of all notices required to be given to Members, Directors and other persons;
- b) Coordinating Branch Membership renewals process with assistance from Director of Finance and Administration at National Office;
- c) Keeping, or causing to be kept, a correct record of the proceedings and transactions of all meetings of the Members, the Board and its Executive Committee, and signing of minutes;
- d) Serving as the custodian, and ensuring the safe-keeping, of all books, papers, records, correspondence, documents and instruments belonging to the Branch, including Membership and contact databases;
- e) Such other duties may, from-time-to-time, be assigned by resolution of the Executive Committee.

The Secretary may be a Director or employee of the Branch. The Treasurer or another Officer, as determined by the Executive, shall carry out the duties of the Secretary if a Secretary is not otherwise appointed.

9.7 Treasurer

The finances of a Branch are directly managed by the Treasurer, overseen by the Officers of the Executive, who shall co-operate with the Director of Finance and Administration at the National Office [see Appendix X for details on FINANCE] and/or the management of the Institute to ensure the proper transaction of the Branch's financial affairs, including but not limited to:

- a) Keeping, or ensuring the keeping of, full and accurate records of financial transactions of the Branch including accounts of all receipts and disbursements of the Branch in proper books of account, together with such additional information as is regularly required to prepare monthly, quarterly and annual reports in accordance with the laws applicable to the Branch and Institute;
- b) Depositing, or ensuring the deposit of, all monies or other valuable effects in the name and to the credit of the Branch in such banks, trust companies or other financial depositories as from time-to-time designated by the Executive Committee;
- c) Disbursing, or ensuring the disbursement of, the funds of the Branch necessary to the proper transaction of its affairs and taking proper vouchers therefore in accordance with the direction and policies of the Executive Committee;
- d) Accounting, or ensuring an accounting, to the Branch for all financial transactions and the financial position of the Branch;

- e) Make recommendations and ensure an audited financial statement is prepared, and presented at each annual meeting; and
- f) Such other duties as may, from time-to-time, be assigned by resolution of the Executive or Institute. Examples:
 - a. The Executive may ask the Treasurer to send invoices and receipts for sponsorship monies and keep track of monies received at each event to track cash flow;
 - b. Advise the Director of Finance and Administration of Government or Harmonized or Quebec Sales Tax collected at regional events.

Branches typically generate revenues through the sales of Membership dues; non-dues revenue from regional programming events; sponsorships; interest income from investments and monies provided by CIM National for special events, such as the CIM Conference and Exhibition.

Branch expenses fall into three categories: operational costs, sponsorships/scholarships and investments. While Branches are required to be non-profit over the long term, it is recommended some money be set aside for lean year(s).

The Treasurer shall be a Director of the Branch and requires a National CIM Membership. The Secretary or another Officer, as determined by the Executive, shall carry out the duties of the Treasurer if a Treasurer is not appointed.

10.0 PROTECTION OF DIRECTORS AND OFFICERS

10.1 Indemnification by Institute

Except in respect of an action by or on behalf of the Institute or the body corporate hereafter mentioned to procure a judgment in its favour, the Institute shall indemnify a Director, elected Officer and the Members of all Committees of the Institute, a former Director or Officer of the Institute or a person who acts or acted at the Institute's request as a Director or Officer of a body corporate of which the Institute is or was a shareholder or creditor, and each such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by any such person in respect of any civil, criminal or administrative action or proceeding to which any such person is made a party by reason of being or having been a Director or Officer of the Institute or such body corporate, provided that:

- a) Such person acted honestly and in good faith with a view to the best interests of the Institute; and
- b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, such person had reasonable grounds for believing that his conduct was lawful.

10.2 Indemnification of Directors and Officers

The Institute, with the approval of Council, may indemnify any person referred to in Part 11.1 who has been made a party to any civil, criminal or administrative action or proceeding by reason of being or having been a Director or elected Officer against all costs, charges and expenses reasonably incurred by

such person in respect of defense of such action or proceeding provided that such person fulfils the conditions in paragraphs (a) and (b) of Part 11.1.

10.3 Insurance

The Institute shall purchase and maintain insurance for the benefit of any person referred to in Part 11.1 hereof against any liability incurred by such person:

- a) In the capacity as a Director, elected Officer or Member of any Committee of the Institute, except where the liability related to such person's failure to act honestly and in good faith with a view to the best interests of the Institute, or
- b) In the capacity as a Director, or elected Officer of another body corporate where any such person acts or acted in that capacity at the Institute's request, except where the liability relates to such person's failure to act honestly and in good faith with a view to the best interests of the body corporate.

10.4 Expenses

The Directors, elected Officers and Members of all Committees of the Branch, unless otherwise prescribed by the Executive, shall serve without remuneration. However, they may be reimbursed, according to criteria established by the Executive, for their out-of-pocket expenses incurred in attending the National Conference and annual general meeting.

11.0A Executive Committee's Authority and Application of Policies

The following list is intended only as an indicator of some of the decisions an Executive Committee may be called upon to make:

- Offering amendments to this document, the Branch Manual and terms;
- Approving the regional programming of meetings for the coming year;
- Appropriating funds from the Branch treasury for special projects authorized by the Branch Membership, such as scholarships, student visits, etc.;
- Approving award selections submitted by the awards committee';
- Arranging and operating the Branch Discussion Group program each year and making certain the Branch viewpoint is transmitted to the District Vice-President;
- Cooperating and maintaining close liaison with the District Vice-President, National Committees and National Office;
- Careful determination of all Branch policies and actions;
- Appointment of signing Officers for the Branch accounts;
- Appointment of an auditor at least one month before the end of the Branch year;
- The Executive Committee through the Branch Chair must submit an annual report on Branch activities to their District Vice-President and to the CIM Executive Director, as well as a statement of the financial situation of the Branch.

11.0B District Vice-President's Authority and Application of Policies

While the District Vice-President is not part of the Executive, the Executive reports to the District Vice-President, who, in turn, reports to Council of the business and operational affairs of the Branches located within District.

The District Vice-President is the primary conduit between Branches within a specified District as identified by the Institute. The District Vice-President serves on Council and ensures the Branches are represented as well as ensuring the Branches achieve objectives set by the Institute, as well as the management of issues to ensure proper communication of the Branch and Institute's direction. Other responsibilities include but not limited to:

- a. Two-way communication between Branch councilors at least quarterly by way of teleconference;
- b. To attend Branch meetings and/or activities as appropriate and possible;
- c. To participate in Council meetings and the National annual general meeting and related activities during the CIM Conference and Exhibition;
- d. To update Branches regularly on the strategic direction of the Institute as well as the development and/or ceasing of National products, services and programs, and other Member advantages;
- e. To assist wherever possible, with the assistance of staff and volunteer leaders, the formation of, the operation of, and the closure of a Branch in specified district;
- f. To be notified of newly appointed Officers.

12.0 GENERAL PROVISIONS RELATED TO COMMITTEES

12.1 Other Standing or Ad Hoc Committees

The Executive may, from time-to-time, by resolution establish other standing or ad hoc committees with such duties and powers as it deems to be in the interests of the Branch. Any committee so established shall consider such matters as are referred to it by the Executive, shall keep a record of its activities and recommendations, and shall report to the Executive at such intervals as required by the Executive or District Vice-President within Council.

12.2 Composition and Appointments

The Executive may appoint committee Members who are not Directors, provided that, except in the case of advisory Committees, a majority of its voting Members are Directors. The Executive may, by resolution, remove a committee Member and shall fill, by appointment, the vacancy created by such a removal.

12.3 Committee Chairs

The Chair of each committee, other than an advisory committee, shall be a Director. The Executive shall appoint the Chair of each committee.

12.4 Committee Quorum

Except as otherwise provided in these terms of reference for any committee, provided such terms of reference are consistent with these terms of reference, the quorum for a committee meeting shall be **forty per cent (40%)** of the committee Members. If there are **five (5)** or fewer Members of any committee, the quorum for such committee shall be two Members.

12.5 Notices

The provisions for committee meetings, notices and voting as specified in Parts 8.8 and 8.9, 8.10, 8.11, 8.14, 16.1 and 17 shall also apply to committee meetings mutatis mutandis.

13.0 MEETINGS OF MEMBERS

13.1 Annual General Meeting

The annual general meeting of the Branch shall be held within **fifteen (15)** months of the last preceding annual meeting at such date, time and place within the territorial jurisdiction of the Institute as determined by the Executive for the purpose of:

- a) Considering and approving the minutes of the previous annual meeting and any special general meeting that may have been held since the last annual meeting;
- b) Receiving and considering audited financial statements for the preceding fiscal year;
- c) Receiving and considering such other reports and statements as are required by the Act and any other statutes governing the affairs of a not-for-profit corporation;
- d) Appointing the auditors for the next fiscal year; and
- e) Transacting any other business properly brought before the meeting.

13.2 Special General Meeting

The Secretary shall call a special general meeting of the Membership at the request of the Branch or upon receiving a written request signed by ten (10) Directors or **one hundred (100)** Members of the Institute, specifying the nature and urgency of the business to be transacted, and no other business shall be considered at such meeting. Such meeting shall be scheduled within **two (2)** months of receipt of the request at a date, time and place within the territorial jurisdiction of the Institute as determined by the Executive Committee on advice of the Secretary.

13.3 Date, Notice and Agenda

The Executive Committee shall decide upon place and date of the annual general meeting at least **six (6)** months prior to the day upon which the annual general meeting is to convene and shall accordingly provide a general advisory to the Members at least **two (2)** months prior to the convening of such meeting. Specific notice for any meeting of the Membership shall be given at least **forty-five (45)** days in advance of the date of the meeting and shall include the date, time, place, agenda and general nature of business to be transacted. Such notice shall be provided to each Director, to the auditor, and to each Member, provided that the notice to Members may be made by print or electronic publication or communication. Only business on the agenda or related thereto shall be transacted at such meeting unless:

- a) A notice of motion to place an item on the agenda shall have been delivered to the Secretary at least **twenty (20)** days prior to such meeting; or
- b) Subject to the Act, the notice provision is waived by a two-thirds (2/3) majority vote of those present and entitled to vote at such meeting.

Notice of any meeting of Members where special business will be transacted shall state the nature of such business in sufficient detail to permit the Member to form a reasoned judgment and shall state the text of any special resolution to be submitted to the meeting.

13.4 Register of Members Entitled to Notice

For every meeting of Members, the Executive shall prepare a register of Members entitled to receive notice of the meeting. The register shall be available for examination by any Member during usual business hours at the registered office of the Institute and at the meeting for which the register was prepared. Only those Members entered in the register of Members of the Institute as of the day prior to the day on which notice of the meeting is given, are entitled to receive notice.

13.5 Place of Meetings

Meetings of Members shall be held at the any place within the Branch limits agreed by the Executive.

13.6 Chairperson and Secretary

The Chairperson of any meeting of the Membership shall be the Chair, or in the Chair's absence, the Vice-Chair, in his absence the Second Vice-Chair. If none of these is present within 30 minutes from the time fixed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be Chairperson. If the Secretary of the Executive is absent, the Chairperson shall appoint a Member to act as Secretary of the meeting.

13.7 Quorum

A quorum for the transaction of business at any meeting of Members shall be **twenty-five (25)** Members. No business shall be transacted at any Members' meeting unless the requisite quorum is present at the commencement of such business. If a quorum is present at the opening of any meeting of Members, the Members present may proceed with the meeting even if a quorum is not present in the meeting room throughout the meeting.

If a quorum is not present within one (1) hour after the time appointed for the meeting of Members, the Members present may adjourn the meeting to a fixed time and place, subject to Part 16.1 of these terms of reference, but may not transact any other business. If the meeting cannot be adjourned in a manner consistent with Part 16.1, the meeting shall be dissolved and new notices shall be sent for the time, place and business of the rescheduled meeting.

13.8 Right to Vote

Every Member entitled to notice pursuant to Part 15.4 shall, subject to the provisions of Part 7.1, have the right to exercise one vote.

13.9 Votes to Govern

At any meeting of Members every question shall, unless otherwise provided by the Act or these terms of reference, be determined by a majority of votes. In case of an equality of votes, the Chairperson of the meeting shall be entitled to cast a second and deciding vote.

13.10 Show of Hands

Any question at a meeting of Members shall be decided by a show of hands. Whenever a vote by show of hands is taken, a declaration by the Chairperson of the meeting that the vote has been carried or not carried and an entry in the minutes of the meeting to that effect shall be sufficient proof of the result.

13.11 Ballots

On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken, the Chairperson may require a ballot. Alternatively, any person who is present and entitled to vote on the question at the meeting may demand a ballot. A ballot so required or demanded shall be taken in whatever manner the Chairperson directs. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

14.0 NOTICE OF MEETINGS

14.1 Regular

Any notice to be given pursuant to these terms of reference or otherwise to a Member, Director, committee Member, Officer or auditor shall be given, to such person's last address of record, in written or printed format or format generated by telephonic or electronic means and completed and signed in writing or electronic signature by or on behalf of the person giving or making it.

14.2 Adjournments

Further notice of any meeting of the Executive, its committees or the annual meeting of the Branch adjourned for less than 30 days is not necessary if the date, time and place of such adjourned meeting has been announced at the meeting which was adjourned and if this has been properly recorded in the minutes of that meeting.

14.3 Transaction of Business

Any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place.

15.0 ERRORS OR OMISSIONS IN NOTICE

An accidental error or omission in giving notice of any meeting required by the Institute's By-law or the non-receipt of such notice by any Director or by the auditor or any error in any notice not affecting its substance shall not invalidate such meeting or void the proceedings and decisions of that meeting. Any Director, Member or the auditor of the Institute may waive notice of any such meeting and may ratify and approve of any or all proceedings taken at such meeting.

16.0 RULES OF PROCEDURE

Robert's Rules of Order shall apply at all meetings of the Board, Committees and Members of the Institute except insofar as such rules of order may be at variance with these terms.

17.0 BOOKS AND RECORDS

17.1 General

The Executive shall ensure that all necessary documents, books and records of the Executive required by the Institute or any applicable statute are regularly and properly kept and securely stored and maintained.

17.2 Minutes

The minutes of each meeting of the Executive, Committees and Members of the Branch shall be properly recorded and approved at the next subsequent meeting of the Branch, Committee or Members for which the minutes were recorded. The minutes of any and all meetings of the Branch, Committees and Members shall be made available forthwith, without expense, to the Directors of the Branch. The minutes of meetings of Members shall be made available forthwith, without expense, to all Members of the Branch Executive. The Executive, in its discretion, may make available to Members of the Branch any or all minutes of the Executive and committees.

18.0 AMENDMENT OF TERMS OF REFERENCE

These terms of reference or any portion thereof may be repealed or amended by terms enactment supported by the affirmative vote of at least three quarters (3/4) of the Executive Committee, and shall hold force and effect until it is sanctioned by an affirmative vote of at least two-thirds (2/3) of the Branch Members at a meeting duly called for the purpose of considering the said terms or by electronic polling of the Membership through such procedure as may be determined by Council. If such terms enactment is not so sanctioned it shall cease to hold force and effect, immediately the resolution proposing such amendment is defeated.

19.0 EDITING

Whenever amendments are made to these terms of reference, consequential editorial changes may be made where required.

20.0 REPEAL OF PRIOR TERMS

All prior terms, resolutions or other enactments of the Executive inconsistent with these terms of reference are hereby repealed.

21.0 INSTITUTE DISSOLUTION

Upon dissolution of the Institute and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to such organizations and purposes as are consistent with the objects of the Institute.

22.0 BRANCH DISSOLUTION

Upon dissolution of the Branch and after payment of all debts and liabilities, its remaining property shall be disposed of to the Institute.

EFFECTIVE DATE

This document shall come into force when confirmed by the Members in accordance with the Branch Executive Committee. PASSED by the **Membership January 25, 2010**.