

# ***International Society for Knowledge Organization***

## DRAFT GENERAL BY-LAWS FOR APPROVAL IN PRINCIPLE BY THE MEMBERSHIP

### TABLE OF CONTENTS

		page #
1	INTERPRETATION .....	3
	1.01 Meaning of Words.....	3
2	MEMBERSHIP .....	4
	2.01 Composition .....	4
	2.02 Term of Membership.....	5
	2.03 Members' Rights .....	5
	2.04 Appointment of Authorized Representative .....	5
	2.05 Termination of Membership.....	5
	2.06 Membership Dues.....	5
	2.07 No Compensation for Members .....	5
3	BOARD OF DIRECTORS .....	6
	3.01 Board.....	6
	3.02 Qualifications .....	6
	3.03 Removal of Directors .....	6
	3.04 Vacancies .....	6
	3.05 Remuneration of Directors.....	6
4	ELECTION OF THE BOARD .....	7
	4.01 Election of Directors.....	7
	4.02 Term of Office .....	7
	4.03 Re-Election .....	7
	4.04 Elections .....	7
	4.05 Nominations .....	7
	4.06 Forms.....	7
5	MEETING OF DIRECTORS.....	8
	5.01 Calling Meetings .....	8
	5.02 Meeting Following Annual Meeting .....	8
	5.03 Regular Meetings.....	8
	5.04 Notice of Meetings .....	8
	5.05 Meetings by Electronic Conference.....	8
	5.06 Those Entitled To Be Present .....	8
	5.07 Quorum .....	9
	5.08 Voting.....	9
	5.09 Written Resolutions.....	9
	5.10 Adjournments.....	9
6	MEETINGS OF THE MEMBERS.....	9
	6.01 Annual Meeting .....	9
	6.02 Meetings by Electronic Conference.....	9
	6.03 Special Meeting .....	10
	6.04 Fixing a Record Date .....	10
	6.05 Notice of Meetings .....	10
	6.06 Those Entitled To Be Present .....	11
	6.07 Quorum .....	11
	6.08 Chair.....	11

	6.09 Voting by Members.....	11
	6.10 Electronic, Mail or Telephone Voting .....	12
	6.11 Proxies .....	12
	6.12 Ballot .....	12
	6.13 Adjournments.....	12
7	BOARD REGULATIONS.....	13
	7.01 Board Regulations .....	13
8	OFFICERS .....	13
	8.01 Officers.....	13
	8.02 Remuneration of Officers or Employees .....	13
9	COMMITTEES.....	13
	9.01 Committees.....	13
10	CHAPTERS.....	13
	10.01 Formation and Responsibilities Chapters .....	13
	10.02 Chapters as of Effective Date.....	14
	10.03 Society By-Laws Binding Upon Chapters .....	14
	10.04 Chapter By-Laws and Rules.....	14
11	CONFLICT OF INTEREST .....	14
	11.01 Conflict of Interest.....	14
12	PROTECTION OF DIRECTORS, OFFICERS AND OTHERS.....	14
	12.01 Insurance .....	14
	12.02 Directors and Officers Liability Exclusion .....	15
	12.03 Indemnification of Directors, Officers and Others .....	15
	12.04 Discontinuing Insurance .....	16
13	EXECUTION OF DOCUMENTS.....	16
	13.01 Execution of Documents.....	16
14	BORROWING BY THE CORPORATION.....	16
	14.01 General Borrowing Authority .....	16
15	FINANCIAL YEAR.....	16
	15.01 Financial Year Determined .....	16
16	PUBLIC ACCOUNTANT .....	17
	16.01 Board May Make Initial Appointment .....	17
	16.02 Annual Appointment .....	17
	16.03 Removal of Public Accountant .....	17
	16.04 Vacancy in the Office of Public Accountant .....	17
	16.05 Remuneration of Public Accountant .....	17
17	NOTICE .....	17
	17.01 When notice deemed given .....	17
	17.02 Declaration of Notice .....	18
	17.03 Computation of Time .....	18
	17.04 Omissions and Errors .....	18
	17.05 Waiver.....	18
18	BY-LAWS AND EFFECTIVE DATE.....	18
	18.01 Amendments requiring Special Resolution .....	18
	18.02 By-Laws and Effective Date .....	19

# ***International Society for Knowledge Organization***

## DRAFT GENERAL BY-LAWS FOR APPROVAL IN PRINCIPLE BY THE MEMBERSHIP

### **1 INTERPRETATION**

#### 1.01 Meaning of Words

In this By-Law and all other By-Laws, resolutions and Board Regulations of the Society, unless otherwise defined:

- (a) “Act” means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c.23, including the Government Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) “Annual Business” shall include: consideration of the financial statements; consideration of the audit engagement or review engagement report, if any; election of Directors; reappointment of the incumbent Public Accountant and fixing or authorizing the Board to fix their remuneration;
- (c) “Annual Meeting” means an annual meeting of Members, as provided in section 6.01;
- (d) “Articles” means any document or instrument that incorporates the Society or modifies its incorporating document or instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special act;
- (e) “Authorized Representative” means a person named to act as an authorized representative of a Member pursuant to section 2.04;
- (f) “Board” means the Directors of the Society from time to time;
- (g) “Board Regulation” means a regulation passed by the Board in accordance with Article 7;
- (h) “By-Laws” means this by-law and any other by-laws of the Society that may be in force;
- (i) “Chapter” means an incorporated or unincorporated chapter of the Corporation established by the Board from time to time in accordance with Article 10;
- (j) “Director” means a member of the Board;
- (k) “Government Regulations” means the regulations made under the Act as amended, restated or in effect from time to time;
- (l) “Member” means a person who has become a Member in accordance with section 2.01;
- (m) “Officer” means an officer elected or appointed pursuant to Article 8 or by Board Regulation;
- (n) “Ordinary Resolution” means a resolution passed by Written Resolution or by a majority of the votes cast on that resolution;
- (o) “Protected Person” means each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Society, and includes the respective heirs, executors and administrators, estate, successors and assigns of a person, who:

- (i) is a Director of the Society;
  - (ii) is an Officer of the Society;
  - (iii) is a member of a committee of the Society; or
  - (iv) has undertaken, or, with the direction of the Society is about to undertake, any liability on behalf of the Society or any body corporate controlled by the Society, whether in the person's personal capacity or as a Director, Officer, employee or volunteer of the Society or such body corporate;
- (p) "Public Accountant" means the public accountant of the Society appointed pursuant to Article 16;
  - (q) "Society" means ***International Society for Knowledge Organization***;
  - (r) "Special Business" includes all business transacted at a Special Meeting and all business transacted at an Annual Meeting, other than Annual Business;
  - (s) "Special Meeting" includes any meeting of Members that is not an Annual Meeting;
  - (t) "Special Resolution" means a resolution passed by Written Resolution or by a majority of not less than two-thirds (2/3rds) of the votes cast on the resolution; and
  - (u) "Written Resolution" means a resolution in writing signed by all the Directors or Members entitled to vote on that resolution at a meeting of the Board or the Members, as the case may be, and which is valid as if it had been passed at a meeting of the Board or Members.

## 2 **MEMBERSHIP**

### 2.01 **Composition**

Subject to the Articles, there shall be one (1) class of Members in the Society, comprised of:

- (a) **Regular Members**, who shall be those individuals interested in furthering the Society's purposes, who have paid the requisite membership dues and have applied for and been accepted into membership by resolution of the board of a Chapter or in such other manner as may be determined by the board of a Chapter, provided that where a Regular Member ceases to be a member of a Chapter they automatically cease to be a Member of the Society;
- (b) **Corporate Members**, which shall be those corporations interested in furthering the Society's purposes, that have paid the requisite membership dues and have applied for and been accepted into membership by resolution of the board of a Chapter or in such other manner as manner as may be determined by the board of a Chapter; and
- (c) **Honorary Members**, who shall be those individuals that, in the absolute and sole discretion of the Board have performed exceptional service for the Society, who have been accepted into membership by Special Resolution. Honorary Members shall not be required to pay membership dues and shall automatically become honorary members of the Chapter of which they are a member at the time immediately preceding the date upon which they became an Honorary Member of the Society.

## 2.02 Term of Membership

With the exception of Honorary Members, the term of membership of a Member shall be one (1) year, to expire on December 31 of each year. Membership may be renewed annually upon payment of any membership dues as and when required under section 2.06.

## 2.03 Members' Rights

Each Member shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Society.

## 2.04 Appointment of Authorized Representative

A Member that is a corporation or other entity shall, from time to time, appoint a person who shall be its Authorized Representative. Such Member shall provide the details and contact information of the Authorized Representative from time to time to the president or to the secretary of the Chapter to which the entity belongs, either of whom shall immediately provide this information to the President or Secretary of the Society in order to update the Society's records for the purposes of providing notice of all meetings to which the Authorized Representative is entitled to attend.

## 2.05 Termination of Membership

Membership in the Society automatically terminates upon the occurrence of any of the following events:

- (a) the resignation in writing of a Member of the Society;
- (b) the death, insolvency or dissolution, as applicable, of a Member;
- (c) the expiration of a Member's term of membership;
- (d) the Member ceases to be a member of a Chapter;
- (e) the liquidation or dissolution of the Society under the Act; or
- (f) the cessation of membership for failure to pay membership dues as provided in section 2.06.

## 2.06 Membership Dues

- (a) Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within six (6) calendar months of the membership renewal date, the Members in default shall automatically cease to be Members of the Society. Membership dues, excluding Chapter dues, shall, upon consultation of the Members at the Annual Meeting, be as set by the Board from time to time.
- (b) Notwithstanding termination of membership, a former Member remains liable for any assessment levied under the authority of this section 2.06 prior to termination of the membership.

## 2.07 No Compensation for Members

A Member shall not be entitled to any compensation upon termination of membership.

### **3 BOARD OF DIRECTORS**

#### **3.01 Board**

Immediately following confirmation of this By-Law by the Members, the number of Directors shall be fixed at seven (7) Directors. The Members thereafter delegate to the Board the right to fix the number of Directors from time to time.

#### **3.02 Qualifications**

Each Director shall:

- (a) be a Regular Member or Honorary Member in good standing of the Society;
- (b) be an individual who is at least eighteen (18) years of age;
- (c) not have the status of a bankrupt;
- (d) not be a person who has been found under the *Substitute Decisions Act, 1992* (Ontario) or under the *Mental Health Act* (Ontario) to be incapable of managing property; and
- (e) not be a person who has been declared incapable by a court in Canada or elsewhere.

If a person ceases to be qualified as provided in this section 3.02, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 3.04.

#### **3.03 Removal of Directors**

- (a) The Members may by Ordinary Resolution remove a Director from office at a Special Meeting called for that purpose before expiration of the Director's term of office and may elect a person to replace the removed Director for the remainder of the term of office.
- (b) Where the Members do not fill the vacancy created by the removal of a Director, the vacancy may be filled in accordance with section 3.04.

#### **3.04 Vacancies**

- (a) Except as provided in the Act, so long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by Ordinary Resolution of the Directors of the Society. If no quorum of Directors exists, the remaining Directors shall call a Special Meeting to fill a vacancy on the Board.
- (b) The Directors may not fill a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles or a failure to elect the number or minimum number of Directors provided for in the Articles.

#### **3.05 Remuneration of Directors**

The Directors of the Society shall serve as such without remuneration. Directors shall, however, be entitled to receive reimbursement for reasonable expenses incurred in carrying out their duties on behalf of the Society.

## **4 ELECTION OF THE BOARD**

### **4.01 Election of Directors**

Subject to the provisions of the Act and Articles, Directors shall be elected by the Members.

### **4.02 Term of Office**

The term of office of a Director shall be four (4) years, to expire at the fourth Annual Meeting following election, or, if no successor is elected at the Annual Meeting, to expire when a successor is elected.

### **4.03 Re-Election**

A Director is eligible for election for two (2) consecutive full terms, and afterwards is not eligible for re-election until a period of eleven (11) months has elapsed from the date such person ceases to be a Director; provided, however, that the foregoing term limits shall not apply to a Director who also serves, or is about to serve, as the President, President-Elect or Past President of the Society. In that event, a Director who holds, or is about to hold, a position as President, President-Elect or Past President shall be considered to be eligible to hold office as a Director of the Society until the person has completed any term of office as President, President-Elect or Past President.

### **4.04 Elections**

At each Annual Meeting, a number of Directors equal to the number of Directors retiring plus any vacancies then outstanding shall be elected.

### **4.05 Nominations**

(a) Candidates for the office of Director shall comprise:

- (i) the slate of candidates for Office proposed by the Board; and
- (ii) the persons whose names are put in nomination by written notice signed by at least one (1) Member other than the nominee, which notice must be delivered to the Secretary by any Member entitled to vote at any time before the close of business on the seventieth (70th) day prior to the date of the meeting of Members at which the election of Directors is held,

provided that:

- (iii) the slate shall contain that individual who is the Immediate Past President; and
- (iv) any written notice delivered to the Secretary in accordance with section 4.05(a)(ii) must be accompanied by a written consent to nomination signed by the nominee.

(b) There shall be no nominations from the floor.

### **4.06 Forms**

The Board may prescribe the form of nomination paper and the form of a ballot.

## 5 MEETING OF DIRECTORS

### 5.01 Calling Meetings

Meetings of the Board may be called by the President, the President-Elect, the Secretary or any two (2) Directors and shall be held at the place specified in the notice, provided that for the first organization meeting following incorporation, such meeting may be called by any Director or incorporator.

### 5.02 Meeting Following Annual Meeting

The Board shall hold a meeting as soon as reasonably possible following the Annual Meeting of the Society for the purpose of organization, the election and appointment of Officers and the transaction of any other business, and no notice shall be required for this meeting.

### 5.03 Regular Meetings

The Board may appoint one (1) or more days in each year for regular meetings of the Board at a set place and time. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director as soon as possible after being passed, but no other notice shall be required for any such regular meeting except as may be required pursuant to the Act.

### 5.04 Notice of Meetings

Subject to the provisions of sections 5.02 and 5.03, notice of the time, place and date of any meeting of the Directors and the nature of the business to be conducted shall be given to each Director:

- (a) by courier, personal delivery, telephone, fax, e-mail or other electronic method at least six (6) days before the meeting is to take place, excluding the date on which notice is given; or
- (b) by mail at least ten (10) days before the meeting is to take place, excluding the date on which notice is given.

### 5.05 Meetings by Electronic Conference

- (a) A Director may participate in a meeting of the Board by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.
- (b) The President, President-Elect, Secretary, or any two (2) Directors may call a meeting of the Board and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

### 5.06 Those Entitled To Be Present

The only persons entitled to be present at a meeting of Directors shall be:

- (a) those entitled to vote at the meeting;



- (b) the incumbent Editor of the Society's journal, the Webmaster of the Society's principal website and the Chair of the Society's Advisory Council; and
- (c) such other persons invited by the Board from time to time.

Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Directors.

#### 5.07 Quorum

A quorum for the transaction of business at meetings of the Board shall be at least a majority of the Directors.

#### 5.08 Voting

The method of voting at any meeting of the Board shall be determined by the chair of the meeting prior to any vote being taken. Each Director shall have one (1) vote on each question raised at any meeting of the Board, and all questions shall be determined by a majority of the votes cast. In the case of an equality of votes, the chair shall have a second or casting vote.

#### 5.09 Written Resolutions

A Written Resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is valid.

#### 5.10 Adjournments

Any meeting of Directors may be adjourned to any time. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting.

### **6 MEETINGS OF THE MEMBERS**

#### 6.01 Annual Meeting

- (a) An Annual Meeting shall be held anywhere in the world at a place, date and time determined by the Board, for the purpose of conducting the Annual Business and any Special Business.
- (b) The first Annual Meeting shall be held within eighteen (18) months of incorporation and every fifteen (15) months thereafter, provided that any Annual Meeting shall be held within six (6) months of the financial year end of the Society.

#### 6.02 Meetings by Electronic Conference

- (a) A Member may participate in a meeting of Members by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.

- (b) The Directors may call a meeting of the Members and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

#### 6.03 Special Meeting

The Board may at any time call a Special Meeting for the transaction of any business specified in the notice calling the meeting. A Special Meeting may be held separately from or together with an Annual Meeting.

#### 6.04 Fixing a Record Date

The Directors may fix a record date for each meeting to determine which Members are entitled to receive notice of the meeting and entitled to vote at the meeting. The day shall be between twenty-one (21) days and sixty (60) days before the day on which the meeting is to be held. If the Directors do not fix a record date for which Members are entitled to receive notice of the meeting, then the day shall be at the close of business on the day immediately preceding the day on which notice is given or if no notice is given, the day of the meeting. If the Directors do not fix a record date for which Members are entitled to vote at the meeting, then the day shall be ten (10) days after the record date for Members entitled to notice, or if no such date is fixed, then at the close of business on the day immediately preceding the day on which notice is given or if no notice is given, the day of the meeting.

#### 6.05 Notice of Meetings

Notice of the time, place and date of an Annual Meeting or Special Meeting and sufficient information for a Member to make a reasoned judgment on the business to be considered, including the information on any Special Resolution to be submitted to the meeting, shall be given to each Member entitled to vote at the meeting, to each Director and to the Public Accountant of the Society by one or more of the following means:

- (a) mail, courier or personal delivery, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held;
- (b) telephone, or other electronic means, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held. If a Member requests that notice of a meeting be given by non-electronic means, the notice will be sent by mail, courier or personal delivery as provided in section (a);<sup>1</sup>
- (c) posting the notice on a notice board including the Society's website where such information is regularly posted and that is located in a place frequented by the Members, at least thirty (30) days before the day on which the meeting is to be held; and
- (d) Whenever the number of Members exceeds two hundred and fifty (250), by publication in a publication of the Society provided to all Members at least once during a period of twenty-one (21) days to sixty (60) days before the day on which the meeting is to be held.

---

<sup>1</sup> Note that if a Member requests that notice of a meeting be given by non-electronic means, the notice must be sent to that Member by non-electronic means.

## 6.06 Those Entitled To Be Present

The only persons entitled to be present at a meeting of Members shall be:

- (a) those entitled to vote at the meeting, including Members and proxy holders;
- (b) the Directors and the Public Accountant of the Society; and
- (c) such other persons who are entitled or required under any provision of the Act, the Articles or By-Laws of the Society to be present at the meeting.

Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

## 6.07 Quorum

- (a) A quorum for the transaction of business at meetings of the Members shall be at least five percent (5%) of all of the Members of the Society entitled to vote, who may be present in person or represented by proxy.
- (b) Provided however that where:
  - (i) less than a quorum, but two (2) or more, persons are present in person one-half hour after the commencement time specified in the notice calling the meeting of Members; and
  - (ii) the business transacted is limited to the selection of a chair and a secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of the meeting,
 then two (2) persons present in person constitute a quorum.
- (c) No business shall be transacted at any meeting of the Members unless the necessary quorum is present at the commencement of such meeting.
- (d) If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.

## 6.08 Chair

In the absence of the President and the President-Elect, the Members present and entitled to vote and present at any meeting of Members shall choose another Director as chair of the meeting. If no Director is present or if all the Directors present decline to act as chair, the Members present and entitled to vote shall choose a Member to be chair.

## 6.09 Voting by Members

- (a) The method of voting at any meeting of the Members shall be determined by the chair of the meeting prior to any vote being taken. Each Member shall have one (1) vote on each question raised at any meeting of the Members, and all questions shall be determined by Ordinary Resolution, unless otherwise specified. In the case of an equality of votes, the vote shall be deemed to have been lost.
- (b) At all meetings of Members, every question shall be decided by a show of hands unless otherwise required by a By-Law of the Society or the Act or unless a ballot is required by the chair of the meeting or requested by any Member. Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the chair of the meeting that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of

the Society is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

#### 6.10 Electronic, Mail or Telephone Voting

The Directors may provide for Members to vote by mail, telephone or electronic means instead of proxy voting. Such alternative means of voting must:

- (a) allow for verification that the votes are made by the Members entitled to vote; and
- (b) not allow the Society to identify how each Member voted.

#### 6.11 Proxies

- (a) Unless the Directors allow for electronic voting in accordance with section 6.10, every Member entitled to vote at meetings of Members may, by means of a proxy, appoint a person to attend the meeting on the Member's behalf to act in the manner set out in the proxy, to the extent and with the power conferred by the proxy and the Government Regulations. A proxy shall be in writing. The proxy holder need not be a Member.
- (b) A proxy shall be executed by:
  - (i) the Member entitled to vote;
  - (ii) the attorney of the Member entitled to vote authorized in writing under a valid power of attorney; or
  - (iii) if the Member is a body corporate, under its corporate seal, if any, or by an Officer or attorney duly authorized by the body corporate.
- (c) A proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment.
- (d) Subject to the Government Regulations, a proxy may be in such form as the Board prescribes or in such other form as the chair of the meeting may accept as sufficient. However, where the proxy has been created by a person other than the Member executing the proxy, the proxy shall contain the information set out in Appendix A to this By-Law.
- (e) A proxy shall be deposited with the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe. The Board may set a deadline to deposit proxies, which shall not exceed forty-eight (48) hours prior to the meeting excluding Saturdays and holidays.

#### 6.12 Ballot

A Member can demand a ballot during the meeting either before or after any vote by show of hands. If at any meeting a vote by ballot is requested on the election of a chair, it must be taken forthwith without adjournment. If a vote by ballot is requested on any other question, it shall be taken in the manner and time as the chair of the meeting directs. The result of a vote by ballot shall be deemed to be the resolution of the meeting at which it was requested. A request for a vote by ballot may be withdrawn at any time prior to the taking of the ballot.

#### 6.13 Adjournments

Any meeting of Members may be adjourned to any time by the chair of the meeting. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the

resumption of any adjourned meeting where the resumption of the meeting occurs less than thirty (30) days from the date of the original meeting, other than an announcement at a meeting that is adjourned.

## **7 BOARD REGULATIONS**

### **7.01 Board Regulations**

The Board may make Board Regulations with regard to any matter not inconsistent with the Act and the By-Laws.

## **8 OFFICERS**

### **8.01 Officers**

There may be a Chair of the Board and such other Officers that may be elected or appointed by Board Regulation from time to time. Subject to the Act, the Articles and the By-Laws, the terms and duties of such Officers shall be defined in the Board Regulations passed by the Board from time to time.

### **8.02 Remuneration of Officers or Employees**

Any Officer who is a Director shall not be entitled to remuneration for acting as such, but shall be entitled to reimbursement for reasonable expenses incurred in carrying out his or her duties. The Board shall fix the remuneration of any other Officers or employees.

## **9 COMMITTEES**

### **9.01 Committees**

Subject to the Act and the By-Laws, the Board may by Board Regulation appoint such committees as it deems appropriate from time to time and set the rules governing such committees.

## **10 CHAPTERS**

### **10.01 Formation and Responsibilities of Chapters**

- (a) The Board may establish Chapters (to be known by such name as the Board shall designate) into which the membership shall be divided for the purpose of administering the membership of the Corporation.
- (b) Where there are at least seven (7) Members interested in forming a Chapter, the Board may, in its absolute and sole discretion, establish such Chapter, provided the following are submitted to the Board:
  - (i) a written request to establish a Chapter, signed by all Members wishing to form the Chapter; and
  - (ii) a draft by-law of the Chapter, which shall contain the minimum requirements set out in Appendix C to this By-Law.

- (c) At a minimum, each Chapter shall be responsible for the following:
- (i) promoting the interests of the Society amongst its members;
  - (ii) establishing professional activities for participation by its members, provided such activities are not inconsistent with the Society's purposes;
  - (iii) recruitment and retention of members of the Chapter and, more broadly, of the Corporation; and
  - (iv) collection of membership dues, including Chapter dues, as applicable, and remittance of membership dues to the Society in the manner determined by the Board from time to time.

#### 10.02 Chapters as of Effective Date

The Chapters of the Corporation are set out in Appendix B to this By-Law. Additional Chapters may be added to Appendix B by the Board from time to time.

#### 10.03 Society By-Laws Binding Upon Chapters

All Chapters shall be bound by this By-Law and all by-laws, policies, rules and regulations of the Society as determined by the Board from time to time, in its absolute and sole discretion, shall apply to all Chapters.

#### 10.04 Chapter By-Laws and Rules

A Chapter shall adopt such by-laws, policies, rules, and regulations that are not inconsistent with the by-laws, policies, rules, and regulations of the Society. In any event, the by-laws of a Chapter shall contain the minimum requirements set out in Appendix C to this By-Law. The Chapter shall be required to file with the Society, the by-laws of the Chapter, and any amendments thereto, as soon as reasonably possible after their approval.

### 11 **CONFLICT OF INTEREST**

#### 11.01 Conflict of Interest

In accordance with the Act and any Board Regulations, Directors and Officers shall disclose any interests, whether direct, indirect or imputed, in any matter as required by the Act and comply with all other requirements in the Act in respect of such conflict of interest.

### 12 **PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

#### 12.01 Insurance

- (a) The Society may purchase and maintain appropriate liability insurance for the benefit of the Society and each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Society. The insurance shall address coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board and shall include:
- (i) property and public liability insurance;
  - (ii) Directors' and Officers' insurance; and

- (iii) may include such other insurance as the Board sees fit.
- (b) The Society shall ensure that each Director, Officer or other person is added as a named insured to any policy of Directors' and Officers' insurance maintained by the Society.
- (c) No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Society.
- (d) It shall be the obligation of any person seeking insurance coverage or indemnity from the Society to co-operate fully with the Society in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Society.

#### 12.02 Directors and Officers Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no present or past Director or Officer of the Society shall be personally liable for any loss or damage or expense to the Society arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Director or Officer or of any other Director or Officer or employee, servant, agent, volunteer or independent contractor arising from any of the following:

- (a) insufficiency or deficiency of title to any property acquired by the Society or for or on behalf of the Society;
- (b) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Society shall be placed out or invested;
- (c) loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- (d) loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Society; and
- (e) loss, damage or misfortune whatever which may occur in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto;
- (f) loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

#### 12.03 Indemnification of Directors, Officers and Others

- (a) Every Protected Person shall be indemnified and saved harmless, including the right to receive the first dollar payout, and without deduction or any co-payment requirement to a maximum limit per claim made as established by the Board from and against all costs, charges and expenses which such Protected Person sustains or incurs:
  - (i) in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such person, in or in relation to the execution of the duties of such office or in respect of any such liability; or
  - (ii) in relation to the affairs of the Society generally;

save and except such costs, charges or expenses as are occasioned by the failure of such person to act honestly and in good faith in the performance of his or her duties of office.

- (b) Such indemnity will only be effective:
  - (i) upon the exhaustion of all available and collectible insurance provided to the Protected Person by the Society inclusive of whatever valid and collectible insurance has been collected; and
  - (ii) provided that the Protected Person has carried out all duties assigned to such person which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.
- (c) The Society shall also indemnify any Protected Person, firm or corporation in such circumstances designated by law, upon approval by the Board.
- (d) Nothing in this By-Law shall limit the legal right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this By-Law.

#### 12.04 Discontinuing Insurance

Where the Society has purchased or maintained insurance for any Protected Person, such insurance shall not be discontinued or altered except upon approval of the Members.

### 13 **EXECUTION OF DOCUMENTS**

#### 13.01 Execution of Documents

The Board may by Board Regulation prescribe the person(s) authorized to execute classes of documents on behalf of the Society. All documents executed in accordance with the Board Regulations are binding on the Society without further action or formality.

### 14 **BORROWING BY THE CORPORATION**

#### 14.01 General Borrowing Authority

The Directors may, without authorization of the Members:

- (a) borrow money on the credit of the Society;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Society;
- (c) give a guarantee on behalf of the Society to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Society, owned or subsequently acquired, to secure any obligation of the Society.

The Directors may delegate these powers to a Director, committee of Directors, or Officer.

### 15 **FINANCIAL YEAR**

#### 15.01 Financial Year Determined

The financial year of the Society shall terminate on the last day of December in each year or on such other date as the Board may determine.



**16**    **PUBLIC ACCOUNTANT**16.01    Board May Make Initial Appointment

The Board may, following incorporation, appoint a Public Accountant to hold office until the first Annual Meeting. The Public Accountant must meet the requirements in the Act.<sup>2</sup>

16.02    Annual Appointment

Subject to the Act and its Government Regulations, the Members of the Society at each Annual Meeting shall appoint one (1) or more Public Accountants to conduct a review engagement, unless the Members pass an Ordinary Resolution to require an audit. The Public Accountant shall hold office until the close of the next Annual Meeting and if an appointment is not made, the incumbent Public Accountant continues in office until a successor is appointed.

16.03    Removal of Public Accountant

The Members may, by Ordinary Resolution passed at a Special Meeting, remove any Public Accountant before the expiration of the term of office in accordance with the Act.

16.04    Vacancy in the Office of Public Accountant

The Board shall fill any vacancy in the office of Public Accountant but, while the vacancy continues, any remaining Public Accountant may act.

16.05    Remuneration of Public Accountant

The remuneration of a Public Accountant appointed by the Members may be fixed by the Members by Ordinary Resolution, or shall be fixed by the Board if the Members do not do so.

**17**    **NOTICE**17.01    When notice deemed given

When notice is given under the By-Laws by the following means, that notice is deemed to have been given at the following time:

- (a)        if given by telephone, notice is deemed given at the time of the telephone call;
- (b)        if given by mail to the last address shown on the Society's records, notice is deemed given on the third day after mailing;

---

<sup>2</sup> Section 180(1) provides that a Public Accountant must:

- (a) be a member in good standing of an institute or association of accountants incorporated by or under an Act of the legislature of a province;
- (b) meet any qualification under an enactment of a province for performing any duty a person is required to perform under sections 188 to 191 of the Act (review engagement, audit engagement, report on financial statements); and
- (c) unless the Public Accountant is the subject of a relieving order under subsection 180(6), be independent of the Corporation, its affiliates, or the Directors or officers of the Corporation or its affiliates.

- (c) if given in writing by courier or personal delivery, notice is deemed given when delivered;
- (d) if given by e-mail, notice is deemed given when sent;
- (e) if posted on a notice board pursuant to section 6.05(c), notice is deemed given on the date of posting;
- (f) if published pursuant to section 6.05(d), notice is deemed given on the date of publication; and
- (g) if provided by other electronic means, notice is deemed given when transmitted.

#### 17.02 Declaration of Notice

At any meeting, the declaration of the Secretary or chair of the meeting that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all those entitled to notice are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

#### 17.03 Computation of Time

In computing the date when notice must be given under any provision in the By-Laws requiring a specified number of days' notice of any meeting or other event, a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

#### 17.04 Omissions and Errors

Any resolution passed or proceeding taken at a meeting of the Board, a committee of the Board or Members shall not be invalidated by:

- (a) an error in notice that does not affect its substance;
- (b) the accidental omission to give notice; or
- (c) the accidental non-receipt of notice by any Director, Member or Public Accountant.

Any Director, Member or Public Accountant may at any time waive notice of, and ratify and approve any proceeding taken at any meeting.

#### 17.05 Waiver

Where a notice or document is required to be sent pursuant to the By-Laws or the Act, the person entitled to receive the notice or document may consent in writing to waive either the sending of the notice or document or the time within which the notice or document must be sent.

## **18 BY-LAWS AND EFFECTIVE DATE**

#### 18.01 Amendments requiring Special Resolution

Amendments to the following sections of this By-Law shall only be effective upon approval of the Members by Special Resolution:

- (a) Member Composition, section 2.01;
- (b) Members’ Rights, section 2.02;
- (c) Number of Directors, section 3.01;
- (d) Notice of Meetings, section 6.05;
- (e) Proxies, section 6.11; and
- (f) any section that adds, changes, or removes a provision that is contained in the Society’s Articles.

18.02 By-Laws and Effective Date

- (a) Subject to the Articles and section 18.01, the Board of Directors may make, amend or repeal any By-Law that regulates the activities or affairs of the Society. Subject to section 18.01, any such By-Law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by Ordinary Resolution of the Members.
- (b) If the By-Law amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-Law amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

**ENACTED** by the Directors as a By-Law of ***International Society for Knowledge Organization*** this \_\_\_\_\_ day of \_\_\_\_\_, 2018.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

**CONFIRMED** by the Members in accordance with the *Canada Not-for-profit Corporations Act* on the \_\_\_\_\_ day of \_\_\_\_\_, 2018.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

*Copy of the signed and fully approved By-Laws provided to Industry Canada on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_. (required to be deposited within one year of approval).*

**APPENDIX A TO DRAFT GENERAL BY-LAWS****FORM OF PROXY<sup>3</sup>**

Where a proxy has been created by a person other than the Member executing the proxy, the form of proxy must meet the following requirements:

- (a) it must indicate, in bold-face type:
  - (i) the meeting at which it is to be used;
  - (ii) that the Member may appoint a proxy holder, other than a person designated in the form of proxy, to attend and act on the Member's behalf at the meeting; and
  - (iii) instructions on the manner in which the Member may appoint the proxy holder;
- (b) contain a designated blank space for the date of the signature;
- (c) provide a means for the Member to designate some other person as proxy holder, if the form of proxy designates a person as proxy holder;
- (d) provide a means for the Member to specify that the membership registered in the Member's name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a Public Accountant and the election of Directors;
- (e) provide a means for the Member to specify that the membership registered in the Member's name is to be voted or withheld from voting in respect of the appointment of a Public Accountant or the election of Directors; and
- (f) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly.

---

<sup>3</sup> These requirements are set out section 74 of the Regulations to the Act and cannot be changed.

## **APPENDIX B TO DRAFT GENERAL BY-LAWS**

### **LIST OF CHAPTERS**

Pursuant to section 10.02 of By-Law No. 2018-1, the Chapters of the Corporation are as follows:

ISKO Brazil

ISKO Canada+United States

ISKO China

ISKO France

ISKO Germany+Austria+Switzerland

ISKO India

ISKO Iran

ISKO Italy

ISKO Maghreb

ISKO Poland

ISKO Singapore

ISKO Spain+Portugal

ISKO UK

ISKO West Africa

**Approved by the Board of Directors on \_\_\_\_\_, 2019.**

**SCHEDULE C TO DRAFT GENERAL BY-LAWS****MINIMUM REQUIREMENTS FOR CHAPTER BY-LAWS**

Subject to the local laws governing a Chapter, the by-laws (or other constating document) of each Chapter (whether incorporated or unincorporated) shall, at a minimum, contain provisions that establish:

1. The requirement to maintain and submit to the Society, as and when requested by the Society, a complete and accurate Member register containing the names and addresses of those Members that are in good standing;
2. The discipline of Members;
3. The Officers of the Chapter, who shall each be elected for at least two (2) years;
4. The election by the Members of a Chapter Representative to the Administrative Council;
5. The collection of membership dues and remittance to the Society of the proportion determined by Ordinary Resolution of the Members of the Society;
6. Annual reporting to the Society on the programs, work performed, and financial status of the Chapter;
7. A statement acknowledging that the Chapter is subject to the by-laws, policies, rules and regulations of the Society in effect from time to time;
8. Automatic dissolution where the number of Members in the Chapter is below seven (7); and
9. The assets of a Chapter, after payment of its liabilities, shall be distributed to the Society.