

**CHARTER  
OF THE  
MACROMOLECULAR SCIENCE AND ENGINEERING SUBJECT DIVISION**  
(the “Division”)  
**OF THE  
CHEMICAL INSTITUTE OF CANADA**  
(the “Institute”)

**1. Establishment**

The Division has been established by the Board of Directors of the Institute (the “Board”) for Members of the Institute who have a common interest, experience and/or training in the advancement of scientific and engineering knowledge, and the development of applications, involving macromolecules.

The Division shall be composed of all Members of the Chemical Institute of Canada and its societies in good standing who have duly signified their interest in the Division.

The Division is not an entity separate and apart from the Institute, but a division formed to carry out its purpose under the control of the Board, as determined by the Board or committee of the Board and in compliance with the Articles, By-laws and policies of the Institute, as established from time to time.

The policies approved by the Board applicable to the Division shall be referred to as the “Macromolecular Science and Engineering Subject Division Charter” or “Charter”. The Board may amend the Charter from time to time and shall provide a copy of the amendment to the Division within ten (10) days of being approved by the Board.

**2. Purpose**

The purpose of the Division is to further and promote the interests of all of the members of the Division involved in the pursuit of, and understanding of, macromolecular science and engineering, in accordance with the Institute’s purposes, its Articles, By-laws, policies and this Charter.

The functions of the Division shall include, among others, the following:

- a) To arrange through its Executive Committee, meetings of the Division at the time of either the annual Canadian Chemistry Conference and Exhibition or the Chemical Engineering Conference.
- b) To undertake activities, subject to the approval of the Board, that its Executive Committee consider to be consistent with the purpose of the Division.

**3. Appointment and Removal of Division Members**

In accordance with the By-Laws of the Institute, the Division and its members shall be established by the Board or a committee of the Board, and shall remain members until such member’s resignation or removal. Any Division member, with or without cause, may be removed from the Division by a majority vote of the Board.

#### **4. Division Executive Committee**

##### ***4.1 Composition of the Executive Committee***

The Division Executive Committee shall consist of at least the Chair and Treasurer. Additional Officers that can form the Executive Committee include— Immediate Past Chair, Secretary, and Executive Members at Large. The Executive Committee shall be designated through a vote by Division members at the Annual Business Meeting of the Division held in conjunction with either the Canadian Society for Chemistry or Chemical Engineering Conference. The Executive Committee members shall be installed and normally take office immediately after the Annual Business Meeting at which they are elected. An individual must be a member of the division for at least two years before they can be considered to be an Executive Committee candidate.

With the exception of the Treasurer, the Officers of the Division (Immediate Past Chair, Chair, Vice-Chair, and Secretary) shall serve in a specific position for a minimum of two (2) years, but not to exceed a period of four (4) years. The Vice-Chair is expected to let his/her name stand for election as Chair for the term immediately following that where they assumed their duties as Vice Chair. The Secretary is expected to let his/her name stand for election as Vice Chair for the term immediately following that where they assumed their duties as Secretary. To ensure continuity, the same individual may remain in the position of Treasurer beyond their two year initial term pending approval by a majority vote at subsequent Annual Business Meetings of the Division.

The outgoing Chair may be elected to a second consecutive term. and at the conclusion of the elected term, the Chair will assume the position of Immediate Past Chair. The Chair may be re-elected as a Division Officer after the lapse of at least one year following the Annual Business Meeting at which the member ceased to be Chair.

The Nominating Committee shall consist of at least two members including the Immediate Past Chair, who is the Chair of the Nominating Committee. The Nominating Committee shall prepare a slate of Executive Committee candidates and, having ascertained their willingness to serve, shall announcement to all Division members at the Annual Business Meeting. Other nominations for Executive Committee will be accepted from the general Division membership. To be a nominee, an individual must be nominated by at least two (2) other division members. All nomination related correspondence should be directed to the Chair of the Nominating Committee during the Executive Members Meeting and at the Annual Business Meeting. The slate shall be presented at the Annual Business Meeting for adoption. The vote shall be by secret ballot if requested at the Annual Business Meeting. The Secretary shall prepare the ballot forms if a secret ballot is requested.

Any vacancy occurring in the Executive Committee for any reason may be filled by appointment by the Executive Committee, with the appointee to serve until the next Annual Business Meeting, or until a suitable interim replacement is found.

Alternatively, the Board, or a committee of the Board, may appoint Officers of the Division.

##### ***4.2 Duties of the Executive Committee Members***

The Division Chair shall set the agendas for, and chair, Division meetings. The Chair shall also be the chief manager of the Division and be responsible for implementing the purposes of the Division in a timely manner. The Chair shall be a member *ex officio* of all committees of the Division.

The Division Vice-Chair shall assist the Division Chair in carrying out his/her duties, as required. The Vice-Chair shall succeed the Chair if he/she leaves office before completing his/her term.

In the absence of both the Chair and Vice-Chair, the Immediate Past Chair shall assume their duties and responsibilities.

The Division Secretary shall attend all Division meetings, including Executive meetings, and record the minutes of such meetings. The Secretary should issue minutes of the Annual Business Meeting within one month of the meeting, sending a copy to the Division Executive as well as the National Office of the Institute. The Division Secretary shall also be responsible for delivering all notices and correspondence to Division members and the Institute and keeping all of the books, paper, records and other documents of the Division.

The Division Treasurer shall be responsible for keeping proper accounting records, depositing and disbursing Division funds and financial reporting to the Division and the Board or committee of the Board. The Division Treasurer shall be required to deliver to the Institute all accounting information and banking statements required to enable the Institute's accountants/auditors to prepare the Institute's financial statements. The Director of Finance of the Institute will participate in any review or audit of the Division's accounting records with the accountant/auditor for the Institute.

## **5. Meetings of the Division**

The Annual Business Meeting of the Division shall be held in conjunction with either the Annual Canadian Chemical Engineering Conference or Canadian Chemistry Conference and Exhibition. In the event that an Annual Business Meeting is not held, the time between successive Annual Business Meetings shall not exceed 25 months. Ten members of the Division shall constitute a quorum for the transaction of business.

The agenda shall include provisions for:

- 1) Minutes of the preceding Annual Meeting
- 2) Report by Chair of the Division
- 3) Financial Report by the Treasurer, or the Chair in the absence of the Treasurer.
- 4) New Business
- 5) Election

Decisions at the Annual Business Meeting shall be made through a vote by Division members at the meeting. Any decisions that affect this Charter will be incorporated into an amended Charter within six months.

There shall be a meeting of the Executive Committee as soon as feasible after the Annual Business Meeting. The Chair or Vice-Chair, Secretary and Treasurer shall constitute a quorum for the transaction of Division business.

As part of its goal to foster open communication, the Division Chair may periodically meet separately with the Executive Director of the Institute to discuss any matters that the Division considers appropriate to be brought before the Board without delay. In addition, the Chair shall communicate with the Executive Director of the Institute annually to review the Division's financial statements, funding requirements and governance matters.

The Division may invite to its meetings any Director or officer of the Institute, and any other person whom it deems appropriate to consult in order to carry out its purposes and responsibilities. The Division may also exclude from its meetings any person it deems appropriate to exclude in order to carry out its responsibilities, save and except for a Director or officer of the Institute.

## **6. Function**

The following functions shall be the common recurring duties of the Division in carrying out its purposes. These duties should serve as a guide with the understanding that the Division may fulfill additional duties and adopt additional policies and procedures as may be appropriate in light of changing legislative, regulatory, legal or other conditions.

- a) The Division is empowered to study or investigate any matter of interest or concern that the Division deems appropriate for study or investigation by the Division.
- b) The Division shall be given access to the Institute's internal accounting staff, Board, Executive Director and other staff as necessary to assist in fulfilling its duties.
- c) While acting within the scope of its stated purpose, the Division shall remain under the direction of the Board and/or committee of the Board.
- d) The Division shall comply with any directive given by the Board and perform any functions required to fulfill any directive or policy.

The Division shall also comply with and carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Division.

## **7. Use of Division Monies**

The Division may raise monies to fund its operations and those monies, together with any monies received from the Institute, shall be used to further the Division's purpose as the Division sees fit, provided they are in compliance with the Institute's Articles, By-laws and policies. In the event the Division retains monies far in excess of what is required to further its purpose without those monies being earmarked for upcoming projects or extra-ordinary expenses, and in the opinion of the Board retention of those monies may jeopardize the not-for-profit status of the Institute, the Board shall be entitled to require the Division to spend down these excess monies in order to further the purposes of the Division. Should the Division fail to spend the excess monies in a reasonable time, the Board retains the right to transfer of such excess monies to the Institute's account, and use the excess monies to further the purposes of the Division and/or the Institute.

## **8. Division Banking**

In addition to the signing authorities determined by the Division, the Board of the Institute shall appoint two or more officers of the Institute or officials employed in the Head Office of the Institute who shall have full signing authority on the bank account of the Division. Other than at the request of the Division, the Board shall not issue cheques or withdraw monies from the Division's bank account unless, in the Board's absolute discretion, the use of the monies by the Division contravenes the Institute's articles or by-laws or this Charter, jeopardizes the Institute's not-for-profit status, is required to liquidate the Division's bank

account after dissolution or suspension of its operations or is required by the Institute in the event of financial exigency.

The Division shall not be permitted to borrow money.

## **9. Review and Reporting**

The Institute shall be entitled to review periodically, or at any time at the request of the Board, the financial accounting, activities and governance of the Division, and address and provide direction with respect to any matter that could have an impact on the Institute.

The Division shall report regularly to the Board with respect to any issues that arise with respect to the quality or integrity of the Division's internal accounting functions, legal or regulatory requirements and with respect to such other matters as are relevant to the Division carrying out its purposes.

The Division shall provide such recommendations to the Board as the Division may deem appropriate. The report to the Board may take the form of a written or oral report by the Division Chair or any other member of the Division designated by the Division to make such report.

## **10. Use of Intellectual Property of the Institute**

The Division shall be permitted to hold itself out as a Division of the Institute and may use the Institute's intellectual property, such as its name, trademarks and logos, in connection with its purpose and in accordance with manner and form approved by the Board. The Division shall maintain the high standard of quality associated with the Institute's intellectual property. The Division shall cease to use any of the Institute's intellectual property immediately upon notice from the Board.

## **11. Amendment**

Either the Constitution or the By-Laws of the Division may be amended at an Annual Business Meeting of the Division by a two-thirds affirmative vote of the members present provided a quorum is present and a notice of motion has been received by the Secretary at least two months in advance of such meeting. A notice of such amendment shall be sent to the Division members at least one month before the Annual Business Meeting at which the amendment will be discussed. Such amendments shall not be effective until approved by the Boards of Directors of the Societies.

## **12. Dissolution or Suspension of Division**

If in the sole and absolute discretion of the Board, it is determined that the Division is no longer viable or that the Division is no longer carrying out its purposes in accordance with this Charter or the By-Laws of the Institute, the Board shall have the power to suspend or dissolve the Division. The Board shall provide thirty (30) days' notice of its intention to suspend or dissolve the Division and shall receive any written objections or submissions within such thirty (30) day period. Prior to suspension or dissolution, the

Division Chair shall be permitted to present written submissions to the Board prior to the Board making a final decision to suspend or dissolve the Division. In the event that the Board does not receive any written submissions within such thirty (30) day period, the Board shall proceed with any decision to suspend or dissolve the Division. The decision of the Board shall be final. On termination, all use of the Corporation's name, trade-marks and intellectual property shall immediately cease and all records, documentation, monies on account, and such other matters or documents as directed by the Board, shall be delivered to the Corporation.