

A by-law relating generally to the conduct
of the affairs of

**Canadian Committee for the Theory of Machines and Mechanisms
CCToMM / Commission Canadienne pour la Théorie des Machines
et des Mécanismes CCToMM.**

(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

1. Definition

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

In the interpretation of these by-laws, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws. Both the French and English versions of the by-laws are official.

3. Corporate Seal

The Secretary-General of the Corporation shall be the custodian of the corporate seal.

4. Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of CCToMM, shall be signed by the Chair and two further directors, and all contracts, documents and instruments in writing so signed shall be binding on CCToMM without further authorization or form.

5. Financial Year

The financial year end of the Corporation shall be December 31 in each year.

6. Borrowing Powers

The directors of the Corporation may, without authorization of the members,

- i. borrow money on the credit of the corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- iii. give a guarantee on behalf; and
- iv. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

7. Annual Financial Statements

The CCToMM financial statements will be made available to Members through electronic and/or print means, and shall be presented to the Members at the Annual General Meeting.

8. Membership Conditions

Three types of members are defined, namely, 1) regular members, 2) student members and c) corporate members.

Regular members are engineers or researchers whose main area of activity involves machines and mechanisms or applications thereof. Regular members are voting members, one (1) vote per member.

Student members are individuals registered in either an accredited engineering undergraduate program at a Canadian post-secondary institution

of learning or in an engineering graduate program in a Canadian university. In either case, the program must have a substantial content of machines and mechanisms or applications thereof. Student membership is granted by the Executive Council (EC) to applicants submitting a letter of application, supported by a full-time professor of the institution where the applicant is registered. Student members are non-voting members.

Corporate membership is granted to organizations by the General Assembly, upon reception of a nomination by any regular CCToMM member. Corporate members are organizations whose main area of activity is machines, mechanisms, and mechatronics, or their applications. Corporate members are non-voting members represented by individuals at meetings of members.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

9. Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

10. Notice of Members Meeting

Fourteen (14) days' written notice shall be given to each voting member of either the annual or any other meeting of the General Assembly. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Notice of each meeting of members must remind the member that they have the right to vote by proxy.

Each voting member present at a meeting shall have the right to exercise one (1) vote. A member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxyholder must be a voting member of CCToMM.

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

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

11. Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

12. Membership Dues

Members shall be notified in writing and/or by electronic means of the membership dues at any time payable by them and, if any are not paid within a set time established by the EC by ordinary resolution of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

13. Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies or resigns;
- b. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- c. the member's term of membership expires; or
- d. the Corporation is liquidated and dissolved under the Act.

14. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

15. Proposals Nominating Directors at Annual Members' Meetings

Directors may be nominated in writing, where the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented. Directors may also be nominated verbally at the annual members' meeting where the proposal is unanimously supported by the directors already holding office.

16. Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

17. Place of Members' Meeting

One annual meeting of the General Assembly shall be held at any place in Canada as the EC may determine and on such day the EC shall decide.

18. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall consist of five (5) voting members.

19. Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

20. Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

21. Members' Meeting Held Entirely by Electronic Means

Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

22. Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by ordinary resolution of the board.

23. Term of Office of Directors

The Board of Directors shall be called the Executive Council (EC). EC members shall be elected for a term of four (4) years by the members at the General Assembly. The term shall be renewable.

The EC shall consist of four officers: Chair, Secretary-General, Treasurer, and Communications Officer, each described in Article 28. The four year terms of the Chair and Communications Officer, and of the Secretary-General and Treasurer shall be staggered by two years.

24. Calling of Meetings of Board of Directors

Meetings of the EC may be called by the Chair, or any two (2) directors at any time.

25. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 14 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

26. Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

27. Appointment of Officers

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

28. Description of Offices

a. The Chair shall be the CCToMM Chief Executive Officer (CEO). The Chair shall preside at all CCToMM meetings, including EC meetings. The Chair shall have the general and active management of all CCToMM affairs. The Chair shall see that all of the orders and resolutions of the EC members are carried into effect. An alternate director shall be appointed, by the Chair or by a majority of the remaining directors if the Chair is unable, to perform the duties and exercise the powers of the Chair in the absence or disability of the Chair.

b. The Past-Chair shall advise the Chair as to previous events of the Corporation. A major role of the Past Chair is to ensure continuity of the operation of CCToMM. In general, the Past Chair shall replace the Chair when the Chair cannot attend a meeting.

c. The Secretary-General shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books kept for that purpose. The Secretary-General shall give or cause to be given notice of all meetings of the General Assembly and of the EC and shall perform such other duties as may be prescribed by the EC or by the Chair. The Secretary-General shall be the custodian of the seal of CCToMM, which he or she shall deliver only when authorized by a resolution of the EC to do so and to such person or persons as may be named in the resolution.

d. The Treasurer shall have the custody of the funds of CCToMM shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of CCToMM in such chartered bank or trust company, or, in the securities, in such registered dealer in securities as may be designated by the EC from time to time. The Treasurer shall disburse the CCToMM funds as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and EC members at the regular meeting of the EC, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of CCToMM. The Treasurer shall also perform such other duties as may from time to time be directed by the EC.

e. The Communications Officer shall support the EC in all matters of communication with all CCToMM members.

f. The Industrial Relations Officer shall support the EC in all matters of promotion of CCToMM and its activities in industry.

29. Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed;
- b. the officer's resignation;
- c. such officer ceasing to be a director (if a necessary qualification of appointment); or
- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by ordinary resolution, appoint a person to fill such vacancy.

30. Invalidity of any Provisions of these By-laws

The invalidity or unenforceability of any provision of these by-laws shall not affect the validity or enforceability of the remaining provisions of these by-laws.

31. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

32. By-laws and Effective Date

Subject to the articles, the board of directors may, by ordinary resolution, make, amend, or repeal any by-laws that regulate the activities or affairs of the Corporation. 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 the members by ordinary resolution. 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.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.