

TABLE OF CONTENTS

THE CANADIAN REGIONAL SCIENCE ASSOCIATION

BY-LAW NO. 1

INTERPRETATION

1.	DEFINITIONS	1
2.	INTERPRETATION	2

HEAD OFFICE

3.	HEAD OFFICE.....	2
----	------------------	---

LANGUAGES

4.	LANGUAGES.....	2
----	----------------	---

MEMBERSHIP

5.	ENTITLEMENT	2
6.	CLASSES	2
7.	REGULAR MEMBERSHIP.....	3
8.	HONORARY PATRONS	3
9.	STUDENT MEMBERS.....	3
10.	RESIGNATION.....	3
11.	TERMINATION OF MEMBERSHIP	3
12.	MEMBERSHIP DUES.....	4
13.	MEMBERSHIP LIST	4

MEETINGS OF MEMBERS

14.	ANNUAL MEETINGS	4
15.	GENERAL MEETINGS.....	4
16.	NOTICE	4
17.	WAIVER OF NOTICE	5
18.	TELEPHONE MEETINGS	5
19.	MEETINGS BY OTHER ELECTRONIC MEANS	5
20.	ERROR OR OMISSION OF NOTICE.....	5
21.	VOTING.....	6
22.	CHAIR OF THE MEETING.....	6
23.	POLLS	6
24.	PROXIES	6
25.	ADJOURNMENTS	7
26.	QUORUM.....	7
27.	WRITTEN RESOLUTIONS OF MEMBERS.....	8

DIRECTORS

28. NUMBER 8
29. QUALIFICATIONS..... 8
30. COMPOSITION OF THE BOARD OF DIRECTORS 8
31. ELECTION AND TERM..... 8
32. VACANCIES 8
33. FILLING VACANCIES 9
34. REMUNERATION OF DIRECTORS 9

POWER OF DIRECTORS

35. ADMINISTER AFFAIRS 9
36. EXPENDITURES 10
37. FUND RAISING 10
38. AGENTS AND EMPLOYEES 10

MEETINGS OF DIRECTORS

39. PLACE OF MEETINGS..... 10
40. NOTICE 10
41. QUORUM AND VOTING..... 11
42. TELEPHONE MEETINGS 11
43. MEETINGS BY OTHER ELECTRONIC MEANS 11

COMMITTEES

44. CONSTITUTION OF COMMITTEES 12
45. EXECUTIVE COMMITTEE 12
46. MEMBERSHIP OF COMMITTEES, GENERALLY 12
47. MEETINGS..... 12

INDEMNITIES TO DIRECTORS AND OTHERS

48. INDEMNITIES TO DIRECTORS AND OTHERS 13

INTERESTED DIRECTOR CONTRACTS

49. CONFLICT OF INTEREST..... 13
50. SUBMISSION OF CONTRACTS OR TRANSACTIONS TO MEMBERS FOR APPROVAL 14

**FOR THE PROTECTION OF
DIRECTORS AND OFFICERS**

51. FOR THE PROTECTION OF DIRECTORS AND OFFICERS 14

OFFICERS

52. APPOINTMENT..... 15
53. VACANCIES 15
54. REMUNERATION OF OFFICERS..... 16

55.	REMOVAL OF OFFICERS	16
56.	DELEGATION OF DUTIES OF OFFICERS	16

NOTICES

57.	SERVICE.....	17
58.	SIGNATURE TO NOTICES	18
59.	COMPUTATION OF TIME	18
60.	PROOF OF SERVICE.....	18

CHEQUES, DRAFTS, NOTES, ETC.

61.	CHEQUES, DRAFTS, NOTES, ETC.	18
-----	-----------------------------------	----

EXECUTION OF CONTRACTS, ETC.

62.	EXECUTION OF CONTRACTS, ETC.....	18
-----	----------------------------------	----

AUDITORS/ACCOUNTANTS

63.	AUDITORS	19
64.	ACCOUNTANTS	19

FINANCIAL YEAR

65.	FINANCIAL YEAR.....	19
-----	---------------------	----

BY-LAWS

66.	BY-LAWS	20
-----	---------------	----

RULES AND REGULATIONS

67.	RULES AND REGULATIONS.....	20
-----	----------------------------	----

DISSOLUTION

68.	DISSOLUTION.....	20
-----	------------------	----

THE CANADIAN REGIONAL SCIENCE ASSOCIATION

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of The Canadian Regional Science Association.

WHEREAS The Canadian Regional Science Association shall operate as an unbiased, non-profit scientific organization without political, social, or financial bias;

WHEREAS the main objectives of The Canadian Regional Science Association shall be to foster exchange of ideas and promote Canadian studies focusing on the region and utilizing tools, methods and theoretical frameworks specifically designed for regional analysis, as well as tools, methods and theoretical frameworks of the various social and other sciences;

WHEREAS The Canadian Regional Science Association shall support these objectives by promoting acquaintance and discussion among its members and with scholars in related fields, by stimulating research, by encouraging the publication of scholarly studies, and by performing services to aid the advancement of its members and the field of regional science;

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of The Canadian Regional Science Association (hereinafter called the "Association") as follows:

INTERPRETATION

1. Definitions

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

- (a) "By-laws" means any by-law of the Association from time to time in force and effect;
- (b) "Chair" means in reference to a meeting that individual who chairs the meeting.
- (c) "Executive Committee" means the executive committee described herein at paragraph 45.
- (d) "Resolution of the Directors" means a resolution passed by a minimum of two-thirds (2/3) of the directors of the Association in attendance at a meeting at which a vote is taken on the resolution.

2. Interpretation

This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) all terms contained in the By-laws which are words in the singular number only shall include the plural and vice versa; words in one gender include all genders; and the word "persons" shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and
- (b) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

HEAD OFFICE

3. Head Office

The directors may from time to time by Resolution of the Directors fix the location of the head office of the Association within Canada. The Association may establish such other offices and agencies elsewhere in Canada as the directors of the Association may deem expedient by Resolution of the Directors.

LANGUAGES

4. Languages

English and French are the official languages of the Association. Either language may be used in any publications of the Association and at any directors' or members' meetings.

MEMBERSHIP

5. Entitlement

Membership in the Association shall be open to any person or organization (and institutional member) interested in Canadian regional policy, analysis, or problems, regardless of where they reside and such other persons as are admitted as members by Resolution of the Directors.

6. Classes

Membership shall be divided into three classes, namely honorary membership, regular membership and student members. Honorary members shall be called "honorary

patrons". Student members shall be called "student members". Honorary patrons, regular members and student members are hereinafter referred to as "members".

7. Regular Membership

Any person, agency, educational institution, foundation, society or company living or domiciled in Canada may be admitted to regular membership in the Association from time to time by Resolution of the Directors.

8. Honorary Patrons

Any person, agency, educational institution, foundation, society or company may be admitted to honorary membership in the Association from time to time by Resolution of the Directors. Any honorary patron will not, as such, be entitled to vote at any meeting of the members of the Association.

9. Student Members

Any full time student living or domiciled in Canada may be admitted to student membership in the Association from time to time by Resolution of the Directors. Any student member will not, as such, be entitled to vote at any meeting of the members of the Association.

10. Resignation

Any member may resign from membership in the Association upon notice in writing thereof received by the Secretary-Treasurer of the Association. A resignation shall be effective from acceptance thereof by the board of directors or on the date specified in the notice, whichever is later. In the case of resignation, a member shall remain liable for payment of any outstanding membership dues levied or which became payable by the member to the Association prior to the resignation of such person.

11. Termination of Membership

The interest of a member in the Association is not transferable and lapses and ceases to exist

- (a) upon death or dissolution of the member;
- (b) when the member's period of membership expires;
- (c) when the member ceases to be a member by resignation or otherwise in accordance with the By-laws; or
- (d) if at a special meeting of members, a resolution is passed to remove the member by at least three-quarters (3/4) of the votes cast at the special meeting provided that the member shall be granted the opportunity to be heard at such meeting.

12. Membership Dues

Members shall be notified in writing of the membership fees at any time payable by them and, if any are not paid within two (2) calendar months following the membership renewal date, as the case may be, the members in default shall thereupon cease to be members of the Association. Defaulting members may on payment of all unpaid dues or fees be deemed to be reinstated. Regular members shall pay the full membership fees as determined from time to time by Resolution of the Directors. Student members shall pay reduced membership fees as determined from time to time by Resolution of the Directors. All fully paid up members shall receive an annual subscription to the Canadian Journal of Regional Science. The anniversary date for membership shall be January 1st of each year. Separate registration fees will be charged for conferences held by the Association.

13. Membership List

The Association's list of active members shall be maintained by the Secretary-Treasurer. All members in good standing may examine the Association's membership list. No person shall offer for sale, sell, purchase or otherwise traffic in a list or a copy of a list of all or any of the members. The list may be made available to other persons or organizations at the discretion of the Executive Committee. Any revenues pertaining to the provision of the membership list to other organizations shall accrue to the Association.

MEETINGS OF MEMBERS

14. Annual Meetings

The annual meeting of the members shall be held at any place within or outside Canada, on such day in each year and at such time as may be determined by Resolution of the Directors. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the accountants when applicable shall be presented and, subject to the provisions of paragraph 31 of this by-law, the directors shall be elected and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of members.

15. General Meetings

Meetings of the members may be convened by order of the President or by the board of directors to be held at any date and time and at any place within or outside Canada. The board of directors shall call a special general meeting of members on written requisition signed by not less than two-thirds (2/3) of the members.

16. Notice

- (a) 15 days' written notice shall be given in the manner specified in paragraph 57 to each member and auditor of any annual meeting.

- (b) 15 days' written notice shall be given in the manner specified in paragraph 57 to each member of any general or special general meeting of members.
- (c) Notice of any meeting where special business will be transacted (that is, other than business that is required by the law or the Association's by-laws to be dealt with at the annual meeting) shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member that the member has the right to vote by proxy.

17. Waiver of Notice

A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

18. Telephone Meetings

Members may participate in a meeting of the members by conference telephone. Approval to hold such meetings must be given by the majority of members in attendance at a meeting where such approval is requested either generally or in respect of a particular meeting. A member participating in such a meeting by such means is deemed to be present at the meeting. The Chair of the meeting shall conduct a poll of all members present in person and all members participating by telephone to determine if a quorum is established and thereafter to record votes.

19. Meetings by Other Electronic Means

The members of the Association may meet by other electronic means that permit each member to communicate adequately with each other, provided that:

- (a) a resolution, addressing the mechanics of holding such a meeting, and the procedure for establishing quorum and recording votes, has been passed by a majority of the members of the Association; and
- (b) each member has consented to meeting by electronic means using the specific means of communication proposed for the meeting.

20. Error or Omission of Notice

No error or the accidental omission to give notice of any meeting or the non-receipt of any notice by any member or members or by the auditor of the Association shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

21. Voting

Each regular member shall be entitled to one vote at any meeting of members. Unless these By-laws otherwise provide, every question submitted to any meeting of members shall be decided in the first instance by a majority of votes given on a show of hands and in case of any equality of votes the Chair shall, both on a show of hands and at a poll, have a second or casting vote in addition to the vote to which he is entitled as a member. At any meeting, unless a poll is demanded, a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion. 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 need not be a member of the Association.

22. Chair of the Meeting

If the President and the Vice-President are absent, the persons who are present and entitled to vote shall choose another director as Chair of the meeting and if no director is present or if all the directors present decline to take the chair then the persons who are present and entitled to vote shall choose one of their number to be the Chair.

23. Polls

If at any meeting a poll is taken on the election of a Chair or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question or as to the election of directors, it shall be taken in such manner and either at once or after adjournment as the Chair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn at any time prior to its being taken.

24. Proxies

Votes at meetings of the members may be given either personally or by proxy or, in the case of a member who is a body corporate or association, by an individual authorized by a resolution of the board of directors or governing body of the body corporate or association to represent it at meetings of members of the Association. At every meeting at which a member is entitled to vote, every member and/or person appointed by proxy to represent one or more members shall have one vote on a show of hands. Upon a poll, every member who is entitled to vote at the meeting and who is present in person or represented by an individual so authorized shall have one vote and every person appointed by proxy shall have one vote for each member who is entitled to vote at the meeting and who is represented by such proxyholder.

A proxy shall be executed by the member or the member's attorney authorized in writing or, if the member is a body corporate or association, by an officer or attorney thereof duly authorized.

A person appointed by proxy must be a member.

A proxy may be in the following form:

The undersigned member of the Canadian Regional Science Association appoints _____ of _____ or failing the person appointed above, _____ of _____ as the proxy of the undersigned to attend and act at the _____ meeting of the members of the Association to be held on the _____ day of _____, 20__, and at any postponement or postponements, adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such postponement or postponements, adjournment or adjournments thereof.

DATED this _____ day of _____, 20__ .

Signature of member

The directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be sent by electronic means, by facsimile, or in writing before the meeting or adjourned meeting to the Association or any agent of the Association for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The Chair of any meeting of members may, subject to any regulations made as aforesaid, in the Chair's discretion accept electronic, facsimile or written communication as to the authority of any person claiming to vote on behalf of and to represent a member notwithstanding that no proxy conferring such authority has been lodged with the Association, and any votes given in accordance with such electronic, facsimile or written communication accepted by the Chair of the meeting shall be valid and shall be counted.

25. Adjournments

The Chair may, with the consent of any meeting, adjourn that meeting from time to time to a fixed time and place and no notice of the time and place for the holding of the adjourned meeting need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

26. Quorum

Five (5) members shall constitute a quorum of any meeting of members for all purposes. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may

determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 16 with regard to notice shall apply to such adjournment.

27. Written Resolutions of Members

A resolution in writing signed by all the members of the Association entitled to vote thereon at a meeting of members shall be as valid and effective as if it had been passed at a meeting of members duly called, constituted and held for that purpose. A written resolution may be signed in counterparts.

DIRECTORS

28. Number

The affairs of the Association shall be managed by a board of directors consisting of no less than nine (9) directors and not more than fifteen (15) directors and the precise number of directors from time to time between the minimum and maximum noted above shall be determined by Resolution of the Directors.

29. Qualifications

Every director shall be at least eighteen (18) years of age.

30. Composition of the Board of Directors

Wherever possible, members of the board of directors shall be representative of the ten provinces of Canada.

31. Election and Term

The directors' term of office shall last for two (2) years following the date of the meeting of members at which they are elected or appointed or until their successors are elected or appointed.

Directors shall be elected by the members at a meeting on a show of hands unless a poll is demanded and, if a poll is demanded, such election shall be by ballot. Retiring directors shall be eligible for re-election to the board of directors if otherwise qualified and retiring directors shall continue in office until their successors shall have been duly elected or appointed.

32. Vacancies

The office of a director of the Association shall become vacated:

- (a) if the director does not within ten (10) days after election or appointment as a director become a member, or ceases to be a member of the Association;

- (b) if the director becomes bankrupt or a receiving order is made against the director or the director makes an assignment under the *Bankruptcy Act* (Canada) or any statute that may be substituted therefor;
- (c) if an order is made declaring the director to be a mentally incompetent person or incapable of managing the director's own affairs;
- (d) if by notice in writing to the Secretary-Treasurer of the Association the director resigns and such resignation becomes effective in accordance with its terms or at the time received by the Secretary, whichever is later;
- (e) the members of the Association by resolution passed by at least three-quarters (3/4) of the votes cast at a special general meeting of members in respect of which notice specifying the intention to pass such a resolution has been given to all members, remove any director before the expiration of the term of office; or
- (f) if the director dies.

33. Filling Vacancies

Subject to the provisions of this By-law, from time to time in the event of any vacancy however caused occurring in the board of directors, such vacancy may, as long as there is a quorum of directors then in office, be filled by the directors of the Association if they shall see fit to do so; otherwise such vacancy shall be filled at the next annual meeting of members or at a special general meeting of members held prior to such annual meeting and any director appointed or elected to fill any such vacancy shall hold office for the unexpired term of the director who ceased to be a director and who caused such vacancy. The members may, by majority of the votes cast at a special meeting of members where a director is removed, elect any person in his stead for the remainder of his term.

34. Remuneration of Directors

The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his position as such, provided that a director may be paid reasonable expenses incurred by him in the performance of his duties.

POWER OF DIRECTORS

35. Administer Affairs

The board of directors of the Association shall administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, shall exercise all such other powers and do all such other acts and things as the Association is by the law otherwise authorized to exercise and do provided that such powers are not required by the By-Laws to be exercised by the members at general meetings.

36. Expenditures

The board of directors shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by Resolution of the Directors to an officer or officers of the Association the right to employ and pay salaries to employees. The board of directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Association in accordance with such terms as the board of directors may prescribe.

37. Fund Raising

The directors shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association.

38. Agents and Employees

The board of directors may appoint such agents and engage such employees as it shall deem necessary or desirable from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment. The remuneration of all agents and employees shall, subject to the other provisions of this By-law, be fixed by Resolution of the Directors.

MEETINGS OF DIRECTORS

39. Place of Meetings

Meetings of the board of directors may be held at any place within or outside Canada as the directors may determine.

40. Notice

A meeting of directors may be convened at any time by the Chair of the board, or any four (4) directors. The Secretary-Treasurer, by direction of the Chair of the board or any five (5) directors shall convene a meeting of directors. The directors may from time to time by Resolution of the Directors determine to hold regular meetings of the directors and shall by such resolution fix the dates or times of such regular meetings; so long as any such resolution is in effect the Secretary-Treasurer of the Association shall convene such regular meetings by notice given in the manner hereinafter referred to.

Notice of any meeting of directors stating the day, hour and place of meeting shall be given to each director at least four (4) business days before the meeting is to take place, provided always that meetings of the board of directors may be held at any time without formal notice if all the directors are present; provided always that a director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting of

directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. Every notice sent by mail shall be given at least fourteen (14) days in advance of the date of the meeting. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any director and such waiver may be validly given either before or after the meeting to which such waiver relates.

For the first meeting of the board of directors to be held immediately following the election of directors at an annual or special general meeting of the members or for a meeting of the board of directors at which a director is appointed to fill a vacancy in the board, no notice of such meeting shall be necessary to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided that a quorum of the directors is present.

41. Quorum and Voting

The quorum for meetings of the board shall be one third of the directors holding office at the time of the meeting. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chair of the meeting shall not have a second or casting vote.

42. Telephone Meetings

Directors may participate in a meeting of the board or any committee of the board by conference telephone. Approval to hold such meetings must be given by all directors generally or in respect of each particular meeting. A director participating in such a meeting by such means is deemed to be present at the meeting. The Chair of the meeting shall conduct a poll of all directors present in person and all directors participating by telephone to determine if a quorum is established and thereafter to record votes.

43. Meetings by Other Electronic Means

The directors of the Association may meet by other electronic means that permit each director to communicate adequately with each other, provided that:

- (a) a Resolution of the Directors has been passed addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- (b) each director has equal access to the specific means of communication to be used; and
- (c) each director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

COMMITTEES

44. Constitution of Committees

The board of directors may constitute committees to assist the directors in carrying on the affairs of the Association, and shall prescribe their duties.

45. Executive Committee

There shall be one standing committee of the board of directors known as the Executive Committee. The Executive Committee shall, when the board of directors is not in session, have all the powers of the board of directors except in respect of any of the following matters:

- (a) changing the number of directors constituting the board;
- (b) the filling of any vacancy or vacancies on the board;
- (c) the remuneration of the members of the Executive Committee as such;
- (d) making or amending By-laws of the Association;
- (e) electing, appointing or removing any officer of the Association;
- (f) any other matters which the board of directors may from time to time by resolution prescribe, and any matters which by law must be transacted, performed or dealt with by the board of directors and/or by the Association in general meeting.

Until otherwise determined by resolution of the board of directors, the Executive Committee shall be composed of not less than seven (7) and not more than fourteen (14) directors of the Association appointed to act as such by the board of directors.

46. Membership of Committees, generally

The board of directors may annually or more often appoint persons to be members of each committee and shall designate one of the members of each committee as Chair thereof. Members of committees shall be subject to removal by the board of directors at any time with or without cause. Members of committees shall serve without remuneration but shall be entitled to reimbursement for any expenses which they may incur.

47. Meetings

The committees, including the Executive Committee, may meet for the transaction of business, adjourn and otherwise regulate their meetings as they think fit provided, however, that three (3) of the members of each committee shall constitute a quorum thereof for the transaction of business. Questions arising at any meeting of a committee shall be decided by

a majority of votes and in case of an equality of votes the Chair shall not have a second or casting vote.

INDEMNITIES TO DIRECTORS AND OTHERS

48. Indemnities to Directors and Others

Every director or officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association and their heirs, executors and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless, out of the funds of the Association, from and against:

- (a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office or in respect of any such liability; and
- (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default. The Association shall also indemnify any such person in such other circumstances as the law permit or requires. Nothing in this By-law shall limit the right or any person entitled to indemnity apart from the provisions of the By-law to the extent permitted by law.

INTERESTED DIRECTOR CONTRACTS

49. Conflict of Interest

A director who is in any way directly or indirectly interested in a contract or proposed contract with the Association shall make the disclosure, no such director shall vote on any resolution to approve any such contract. In supplement of and not by way of limitation upon any rights conferred upon directors by the law and specifically subject to the provisions contained in that section, it is declared that no director shall be disqualified from any such office solely by, or vacate any such office by reason solely of, holding any office or place of profit under the Association or under any Association in which the Association shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Association as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Association in which the director is in any way directly or indirectly interested as vendor, purchaser or otherwise. Subject to compliance to the law, no contract or arrangement entered into by or on behalf of the Association in which any director shall be in any way directly or indirectly interested shall be avoided or voidable and no director shall be liable to account to the Association or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

50. Submission of Contracts or Transactions to Members for Approval

The board of directors in its discretion may submit any contract, act or transaction for approval or ratification at any annual meeting of the members or at any special general meeting of the members called for the purpose of considering the same and any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by at least three-quarters (3/4) of the votes cast at any such meeting (unless any different or additional requirement is imposed by the By-laws) shall be as valid and as binding upon the Association and upon all the members as if it had been approved, ratified or confirmed by every member of the Association.

**FOR THE PROTECTION OF
DIRECTORS AND OFFICERS**

51. For the Protection of Directors and Officers

Except as otherwise provided by law, no director or officer for the time being of the Association shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense suffered or incurred by the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation, including any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited, or any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Association or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful and wilful act or through his own wrongful and wilful neglect or default.

The directors for the time being of the Association shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Association, except such as shall have been submitted to and authorized or approved by the board of directors. If a director or officer of the Association shall be employed by or shall perform services for the Association otherwise than as a director or officer, or shall have an interest in a person who is employed by or performs services for the Association, the fact of his/her being a director or officer of the Association shall not disentitle such director or officer or such person, as the case may be, from receiving proper remuneration for such services.

OFFICERS

52. Appointment

The officers of the Association shall be a President, a Vice-President, a Secretary-Treasurer, an Executive Director and such other officers as the board of directors may by by-law determine.

The President and Vice-President shall be elected for a three-year term at the annual meeting of members. The Secretary-Treasurer shall be elected for a five-year term at the annual meeting of members. The Executive Director shall be appointed for a five-year term by the board of directors. Seven (7) councillors shall be appointed for three-year terms by the board of directors. The board of directors shall appoint one (1) councillor representing British Columbia, one (1) councillor representing Alberta, Saskatchewan, Manitoba, Yukon Territory, Northwest Territories and Nunavut, one (1) councillor representing Ontario, one (1) councillor representing Quebec, one (1) councillor representing New Brunswick, Prince Edward Island, Nova Scotia, Newfoundland and Labrador and two (2) councillors at-large. The other officers of the Association shall be confirmed and/or appointed at the first meeting of the board of directors following the annual meeting at which the President, Vice-President and Secretary-Treasurer are elected. The President shall be the Chair of the board.

There shall also be honorary offices which shall include an honorary Past-President and an honorary President-Elect. The honorary officers shall be confirmed and appointed at each annual meeting of members convened for the purpose of electing the President and Vice-Presidents or by written resolution.

The Editor of the Canadian Journal of Regional Science shall be appointed for a four-year term by the board of directors. The Editor of the Canadian Journal of Regional Science shall be confirmed and/or appointed at the first meeting of the board of directors following the annual meeting at which the President, Vice-President and Secretary-Treasurer are elected.

The President, Vice-President, Secretary-Treasurer, Executive Director, the seven (7) councillors, the Editor of the Canadian Journal of Regional Science, the Past-President and the President-Elect shall also be directors of the Association, unless otherwise determined by Resolution of the Board of Directors.

53. Vacancies

Each incumbent officer shall continue in office until the earlier of:

- (a) the resignation of that officer, which resignation shall be effective at the time the written resignation is received by the Secretary-Treasurer of the Association or at the time specified in the resignation, whichever is later;
- (b) the appointment of a successor;
- (c) that officer ceasing to be a director if such is a necessary qualification of appointment;

- (d) the meeting at which the directors annually appoint and/or confirm the officers of the Association;
- (e) the removal of that officer; or
- (f) the death of that officer.

If the office of any officer of the Association shall be or become vacant, the directors may, by Resolution of the Directors, appoint a person to fill such vacancy.

54. Remuneration of Officers

The remuneration of all officers appointed by the board of directors shall be determined from time to time by Resolution of the Directors.

55. Removal of Officers

Officers shall be subject to removal by a resolution of passed by a minimum of three-quarters (3/4) of the directors at any time, with or without cause.

56. Delegation of Duties of Officers

In case of the absence or inability to act of any officer of the Association or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being. The duties of the officers shall include:

- (a) President. The President shall be the chief executive officer of the Association unless otherwise determined by Resolution of the Directors. The President shall, when present, preside as Chair of all meetings of the board of directors, committees of directors and the Executive Committee. The President shall see that all orders and resolutions of the board are carried into effect.
- (b) Vice-President. The Vice-President, if any, or, if more than one, the Vice-Presidents in order of seniority, shall be vested with all the powers and shall perform all duties of the President in the absence or inability or refusal to act of the President, however, a Vice-President who is not a director shall not preside as Chair at any meeting of the board of directors or of committees of directors, if any, and a Vice-President who is not a member shall not, subject to the provisions of this By-law, preside at any meeting of members.
- (c) Secretary-Treasurer. The Secretary-Treasurer shall, when present, act as secretary of all meetings of directors and members, and shall give or cause to be given notices of meetings of the board of directors or committees of directors, if any, and members when directed to do so and have charge of the minute books of the Association and any documents and registers required by the law or this By-law. The Secretary-Treasurer shall also maintain a register of all contracts, documents or instruments in writing. The Secretary-Treasurer shall collect all Association

revenues and, subject to the provisions of any Resolution of the Directors, shall have the care and custody of all the funds and securities of the Association and shall deposit the same in the name of the Association in such bank or banks or with such depository or depositories as the board of directors may direct. The Secretary-Treasurer shall keep or cause to be kept the books of account and accounting records. The Secretary-Treasurer shall perform all duties incident to his office or that are properly required of him by the board of directors. The Secretary-Treasurer may be required to give such bonds for the faithful performance of duties as the board of directors in their uncontrolled discretion may require but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Association to receive any indemnity thereby provided.

- (d) Executive Director. The Executive Director shall act the liaison between the Association and other national organizations.
- (e) Editor of the Canadian Journal of Regional Science. The Editor of the Canadian Journal of Regional Science (the "Journal") shall manage the financial and editorial of the Journal. The Editor of the Canadian Journal of Regional Science shall receive, review and circulate all submissions of manuscripts for the purposes of publication in the Journal. The Editor of the Canadian Journal of Regional Science shall work with an Associate Editor concerning the submission of manuscripts in the French language. The Editor of the Canadian Journal of Regional Science shall collaborate with an Assistant Editor(s) concerning the verification of the bibliography and the editing and formatting of the manuscripts. The Editor of the Canadian Journal of Regional Science works with the Associate Editor, Assistant Editor(s) and the author(s) to finalise the manuscript for publication in the Journal. The Editor of the Canadian Journal of Regional Science shall prepare the table of contents of each issue of the Journal.
- (f) Councillors. The Councillors shall represent the regional concerns and issues at meetings of the board of directors and encourage regional participation at events organized by the Association.

NOTICES

57. Service

Any notice or other document required by law or the By-laws, to be given to any member, director or auditor shall be served either personally or by sending it through the mail in a prepaid envelope or wrapper or by telegram or cablegram or facsimile or e-mail to such member, director or auditor addressed to him at his address as the same appears in the books of the Association and to the auditor at its business address, or if no address be given therein, then addressed to the last address to such member, director or auditor known to the Secretary-Treasurer of the Association. Notice may, however, be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto. With

respect to every notice sent by mail, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into a post office or into a post office box.

58. Signature to Notices

The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed. Without derogating from any provision of the law or this By-law requiring a longer period of notice, every notice sent by mail shall be given at least fourteen (14) days in advance of the date of the meeting to which it relates.

59. Computation of Time

Where a given number of notice of days or notice extending over any period is required to be given under the law or the By-laws of the Association, the day of service or posting of the notice shall not be counted in such number of days or other period but the day for which notice is given shall be so counted. Where the term "business days" is used in this By-law, it shall mean Mondays, Tuesdays, Wednesdays, Thursdays and Fridays except where such days fall on statutory holidays.

60. Proof of Service

A certificate of any officer of the Association in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any member, director or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, director or auditor of the Association, as the case may be.

CHEQUES, DRAFTS, NOTES, ETC.

61. Cheques, Drafts, Notes, Etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the President and the Secretary-Treasurer unless otherwise designated by Resolution of the Directors.

EXECUTION OF CONTRACTS, ETC.

62. Execution of Contracts, Etc.

Contracts, documents or instruments in writing requiring the signature of the Association may be signed by any two (2) of the President, Vice-President, Secretary-Treasurer and the Executive Director of the Association, and all contracts, documents or instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The board of directors is authorized from time to time by Resolution of the Directors to appoint any officer or officers or any person or persons on behalf of the Association either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The Secretary-Treasurer of the Association shall certify all documents issued by the Association.

The term "contracts, documents or instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, powers of attorney, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures, or other securities and all paper writings.

In particular, without limiting the generality of the foregoing, any two (2) of the President, Vice-President, Secretary-Treasurer and the Executive Director of the Association are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Association and to sign and execute all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.

AUDITORS/ACCOUNTANTS

63. Auditors

The members may, at each annual meeting, appoint an auditor to audit the accounts of the Association to hold office until the next annual meeting of members provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the board of directors. Unless one hundred per cent (100%) of the members consent in writing, the auditors may not be, nor associated with, a director, officer or employee of the Association or a Corporation which is affiliated with the Association.

64. Accountants

The board of directors may, following each annual meeting of members, appoint an accountant to prepare the financial statements of the Association to hold office until the next annual meeting of members. The remuneration of the accountant shall be fixed by the board of directors. Unless one hundred per cent (100%) of the members consent in writing, the accountants may not be, nor associated with, a director, officer or employee of the Association or a Corporation which is affiliated with the Association.

FINANCIAL YEAR

65. Financial Year

The financial year of the Association shall terminate on December 31st in each year or on such other date as the directors may from time to time by Resolution of the Directors determine.

BY-LAWS

66. By-laws

The board of directors may from time to time enact by-laws relating in any way to the Association or to the conduct of its affairs, and may from time to time by by-law amend, repeal or re-enact the by-laws but no by-law shall be effective until sanctioned by at least two-thirds (2/3) of the votes cast at a meeting of the members duly called for the purpose of considering same.

RULES AND REGULATIONS

67. Rules and Regulations

The board of directors may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Association when they shall be confirmed, and in default of confirmation at such annual meeting of members shall at and from that time cease to have force and effect.

DISSOLUTION

68. Dissolution

In the event of the winding up, dissolution or liquidation of the Association all funds remaining on hand at that time shall be paid over to _____ in Canada to be used for the purposes of furthering the study of regional science.

ENACTED the ____ day of _____, 2009.

President

Secretary-Treasurer