

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

International Society for Evolutionary Protistology

(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 (Member Proposals) of the Act;

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

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

"**officers**" means the official positions held by directors;

"**biennial meeting**" means a special general meeting called every two years, or as near as possible, for the purpose of exchanging scientific knowledge.

2. Interpretation

In the interpretation of this by-law, 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.

3. Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the corporate seal shall be kept at the head office.

4. Execution of Documents

Deeds, transfers, licences, assignments, contracts, obligations, certificates and other instruments may be signed and entered into by the President, the Treasurer, or any other member so designated by the board of directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instrument may or shall be signed. Any person authorized to sign an instrument on behalf of the corporation may affix the corporate seal thereto.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

5. Financial Year

The financial year shall terminate on the 30th day of April in each year, or on such other date as the board of directors may determine by resolution

6. Banking Arrangements

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and releases or verification slips. The directors may give the corporation's power of attorney to any registered dealer of securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation.

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn from time to time only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by

resolution of the board of directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the board of directors shall be fully protected in acting in accordance with the direction of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

7. Borrowing Powers

If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the corporation may from time to time:

1. borrow money on the credit of the corporation;
2. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
and
3. 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.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

8. Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

9. Membership Conditions

There shall be three classes of membership to be known as Honorary Members, Regular Members, and Benefactor Members. Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote and he may vote by proxy. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he has paid all dues or fees, if any, then payable by him.

HONORARY MEMBERS: Honorary members shall be persons of distinction in the field of Protistology. Candidates for honorary membership shall be nominated by the board of directors and elected by a majority vote at a meeting of members. Honorary members shall enjoy the full privileges of membership for life and are exempt from the payment of dues.

REGULAR MEMBERS: Regular members shall be persons having an interest in the origin, evolution, and phylogeny of eukaryotic organisms who have made application to and have been accepted by the Membership Director. Applicants rejected by the Membership Director may appeal their rejection to the Board if supported in writing by two regular members, and the Board may, in its discretion, decide to accept or reject the applicant. The decision of the Board is final. Every regular member shall pay dues in an amount to be determined by a majority vote of members at a biennial meeting. A regular membership shall terminate automatically where the member has failed to pay his membership dues for two years consecutively.

BENEFACTOR MEMBERS: Benefactor Members shall be appointed by the Board on the basis of outstanding contributions to the Corporation.

RESIGNATION: Any member may withdraw from the Corporation by submitting to the Membership Director a resignation in writing.

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).

10. 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.

11. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

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.

12. 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.

13. Absentee Voting at Members' Meetings

Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

1. 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;
2. a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatary
 1. at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 2. with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
3. a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
4. if a form of proxy is created by a person other than the member, the form of proxy shall
 1. indicate, in bold-face type,
 1. the meeting at which it is to be used,
 2. that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 3. instructions on the manner in which the member may appoint the proxyholder,
 2. contain a designated blank space for the date of the signature,
 3. provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
 4. provide a means for the member to specify that the membership registered in their 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,
 5. provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
 6. 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;
5. a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
6. if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
7. a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

14. Membership Dues

Every regular member shall pay dues in an amount to be determined by a majority vote of members at a biennial meeting. A regular membership shall terminate automatically where the member has failed to pay his membership dues for two years consecutively.

15. Termination of Membership

A membership in the Corporation is terminated when:

1. the member dies or resigns;
2. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
3. the member's term of membership expires [See by-law 14] ; or
4. the Corporation is liquidated and dissolved under the Act.

16. 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.

17. Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if 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.

18. 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.

19. Place of Members' Meeting

The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere as the board of directors may determine and on such day as the said directors shall appoint.

20. Quorum at Members' Meetings

A quorum for the transaction of business at any meeting shall consist of not fewer than three (3) voting members present in person or included in a teleconference or other electronic means of communication.

21. Votes to Govern at Members' Meetings

At all meetings of members every question shall be decided by a majority of votes of the voting members present in person or represented by proxy unless otherwise required by the By-laws of the Corporation, or by law. With the exception of the election of directors, which shall be by written ballot, every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the presiding officer that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn. but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the presiding officer shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any meeting of members, whether upon a show of hands or at a poll, the presiding officer shall be entitled to a second or casting vote.

22. 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.

23. Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

24. Number of Directors

The affairs of the Corporation shall be managed by a board of eleven (11) directors (i.e., 11 officers), each of whom at the time of his election or within 10 days thereafter and throughout his term of office shall be a member of the Corporation.

25. Term of Office of Directors

Each director shall be elected at the biennial meeting of members to hold office for two years or until his successor is duly elected and qualified. The directors, with the exceptions of President, President Elect and Past President, shall be eligible for re-election if otherwise qualified. The election shall be by written ballot. The board of directors may be referred to as the Executive Committee or Society Officers.

26. Calling of Meetings of Board of Directors

Directors' meetings (=executive committee meetings) may be formally called by the President or by the Secretary or by any other director.

27. Quorum, and Notice of Meeting of Board of Directors

Two directors holding office shall form a quorum for the transaction of business at any meeting of the board of directors. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting of the board of directors shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Notice of such meetings shall be given to each director by sending a notice by prepaid ordinary mail not less than thirty (30) days before the meeting is to take place or by electronic means such as e-mail or fax not less than seven (7) days before the meeting is to take place. A directors' meeting may also be held, without notice, immediately following any meeting of the members of the Corporation, e.g., annual members meeting.

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

Except as otherwise expressly provided in the By-laws of the Corporation, questions arising at any meetings of directors shall be decided by a majority of votes. In case of an equality of votes, the presiding officer, in addition to his original vote, shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the presiding officer that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President, his duties may be performed by the President Elect or such other director as the President may from time to time appoint for the purpose.

29. Committees of the Board of Directors

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

30. 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.

31. Description of Offices

Each director shall hold one office. The officers of the Corporation shall be a President, a Past President, a President Elect, a Secretary, a Treasurer, a Membership Director, a Head Office Manager, a European Councillor, a North American Councillor, a Councillor-at-large to represent areas other than North America and Europe, an Editor of the Newsletter and such other officers as the board of directors may by by-law determine. The officers, who are also the directors of the Corporation, shall be elected to office by the members at the biennial meeting as provided for in the election of directors. At the termination of the biennial meeting the President-Elect for the preceding two years shall automatically become the President for the ensuing two years and the President for the two preceding years shall automatically become the Past President for the ensuing two years. The members may remove at their discretion any officer according to these by-laws for the removal of a director.

DUTIES OF PRESIDENT: The President shall, when present, preside at all meetings of the members of the Corporation and of the board of directors. It is the duty of the President to assure that an Auditor(s) is chosen by the board of directors and that an audit of the financial records is canied out and reported to the membership at the annual meeting. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation, and the President shall be responsible for seeing that Corporation Officers carry out their duties. If for any reason the President is absent or unable to perform his duties, his duties and powers may be exercised by the President-Elect or such other director as he may from time to time designate for the purpose. In the event the office of President becomes vacant, the President Elect shall automatically succeed to such office and in default thereof, the board shall appoint another director to the office of President Elect.

DUTIES OF THE PAST PRESIDENT: The Past President shall be responsible for the nomination of candidates to stand for election of directors at the next biennial meeting.

DUTIES OF THE PRESIDENT ELECT: The President Elect shall assume the responsibilities of President if the President is unable to complete his term of Office.

DUTIES OF SECRETARY: The Secretary shall be ex officio clerk of the board of directors. He shall attend all meetings of the board of directors and meetings of members and record all facts and minutes of all proceedings in the books kept for that purpose. A copy of the Minutes from any meeting shall be provided to directors within 30 days of the meeting. He shall give all notices required to be given to the members and to directors. He shall also perform such other duties as may from time to time be determined by the board of directors.

DUTIES OF TREASURER: The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be approved by the board of directors. He shall disburse the funds of the Corporation under the direction of the board of directors, taking proper vouchers therefore and shall render to the board of directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation. He shall prepare and present a financial statement to the members at each annual meeting. The Treasurer shall provide the auditor(s) with financial records as required during the audit. The Treasurer shall accept payment of dues, providing each member with a receipt of payment He shall forward to the Membership Director the names and related membership information for all new and renewing members. He shall forward all historical papers of finance to the Head Office of the Corporation. He shall also perform such other duties as may from time to time be determined by the board of directors.

DUTIES OF THE MEMBERSHIP DIRECTOR: The Membership Director shall accept or reject membership applications on behalf of the Corporation, maintain a list of active members of the Corporation, shall inform members when membership renewals are due, and shall provide the Secretary, Editor of the Newsletter and other directors of the Corporation with the list of members. The list of active members should include, whenever possible, their postal and electronic mailing addresses as well as their telephone numbers.

DUTIES OF THE EDITOR OF THE NEWSLETTER: The Editor of the Newsletter is responsible for publishing the Corporation Newsletter. Two issues should be published each calendar year. Publication may be printed or electronic as decided by the directors.

DUTIES OF THE COUNCILORS: North American, European, and At-Large Councilors are to attend meetings, providing representation for the members of their respective geographic regions and guidance for the Corporation.

DUTIES OF THE HEAD OFFICE MANAGER: The Head Office Manager must reside in Canada. The Head Office Manager is responsible for maintaining in good order the Corporation Seal, the Articles of Incorporation, the Corporation By-laws, the Minutes of all meetings of the Corporation, the Financial Reports of the Corporation, and other valuable Corporate documents as deemed appropriate by the directors. The Head Office Manager is also the second signatory for the Corporation for all financial matters. The Head Office Manager is not responsible for overseeing or managing the Corporation - these tasks are the responsibility of the President and other directors as specified elsewhere in these by-laws.

DELEGATION OF DUTIES: If for any reason at any time an officer is unable or it is inconvenient for him to perform a specific duty, he may delegate those duties to another officer, provided that the designated officer agrees, and the board of directors has no objection.

32. Vacancy in Office

All directors shall hold office for two years. Members who are elected to the office of President Elect shall assume the offices of President and Past President in succeeding terms and shall not be eligible for re-election. A vacancy in the office of President shall be filled in the manner set out in by-law 31. Any vacancies in the offices of other officers may be filled by the directors from among their number until the next election.

The office of director shall be automatically vacated

- (a) if a director shall resign his office by delivering a written resignation to the secretary of the corporation,
- (b) if he is found by court to be of unsound mind,
- (c) if he becomes bankrupt or suspends payment or compounds with his creditors,
- (d) on death.

Vacancies on the board of directors however caused, may so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise, vacancies on the board shall be

filled at the biennial meeting of the members at which the directors for the ensuing two year term are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy on the board. If the number of directors is increased between terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

33. Method of giving any notice

Whenever under the provisions of the By-laws of the Corporation notice is required to be given, such notice may be sent by prepaid ordinary post or by electronic means such as e-mail or fax, to a director(= officer) or member at his postal address, e-mail address or fax number as it last appears on the membership roster as maintained by the Membership Director. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in the post office or public letter-box, while those sent by electronic means shall be held to be sent at the time when the same was transmitted. No error or omission in giving notice of any members' meeting, whether annual or general, of the Corporation shall invalidate such meeting or make void any proceedings taken thereat. Any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

34. By-laws and Effective Date

Subject to the articles, the board of directors may, by 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 because such by-law amendments or repeals are only effective when confirmed by members.

35. Rules and regulations

The board of directors may prescribe such rules and regulations not inconsistent with the 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 Corporation 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.

36. Books and records

The directors shall ensure that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

37. Renumeration of Directors

Directors shall not be paid any remuneration for their services

38. The biennial meetings

Every biennial meeting shall be organized around a central theme by one or more convenors as designated by the board of directors. The theme shall be determined by the board on the basis of suggestions provided by the convenor or convenors and the members. Every member is eligible to present papers at a biennial meeting. The board of directors(= executive committee= officers) shall be elected at every biennial meeting.

39. Committees

a) There are two types of committees, standing and *ad hoc*.

Standing committees may be established by the board of directors (=executive committee), and their expected tenure will exceed two years. *Ad hoc* committees may be established by the President, and their tenure will generally not exceed two years.

The directors shall determine the duties of all standing committees, and these duties shall be duly recorded in the Minutes of the board of directors' meeting (=executive committee meeting) where they will represent *prima facie* proof of the fact without proof of the number or proportion of the votes recorded. The chairman of any such committee, and the number of committee members for such committee, shall be determined by the board of directors; the committee members other than the chairman shall be appointed by the President, with advice from the board. The term of a committee chairman and of committee members shall be for two years; the chairman and committee members may be re-appointed. The names of committee members shall be recorded in the Minutes of the board of director's meeting.

The President will appoint the chairman of any *ad hoc* committee, as well as the members of such committee, with advice from the board. The duties of an *ad hoc* committee shall be recorded in the Minutes of the next (or currently in session) board of directors' meeting(= executive committee meeting). The names of the chairman and other committee members shall also be recorded in the same Minutes.

b) The Founders' Endowment Fund Committee Mandate, Duties, Etc.

This Committee was established by the board of directors (=executive committee) on 12 February 1997. The mandate is to provide Travel assistance in the form of Travel Awards to eligible students (outlined below) for attendance at the biennial ISEP meeting. The board of directors (= executive committee) shall appoint the chair of the committee, and three additional members shall be appointed by the President, with advise from the board of directors. The chair of the committee should have experience by previously serving on the committee as a regular member.

Those eligible to apply for a travel awards must be members of the corporation (=Society) at the time of application, and they must be (a) a student registered in a graduate program at the time of the meeting, or (b) any person having graduated less than 3 months prior to the biennial meeting date. The criteria for determining travel awards are: (a) scientific excellence, innovation and likely impact (equally weighted) of the research, (b) quality (logic and clarity of expression) of a written abstract or description of the research, and (c) in the event of equality based on criteria "a" and "b", the distance traveled and seniority. Applicants

receiving travel awards are required to provide an oral presentation at the biennial meeting, unless special permission to present a poster is granted by the Endowment Fund Chair.

The chair duties shall include (a) communication with the biennial meeting organizer(s) concerning the registration deadline, (b) an announcement and instruction for applicants that can be included with the registration materials distributed to ISEP members by the organizer(s), (c) receive applications and distribute copies to the committee members for evaluation, (d) establish a deadline for committee decisions, (e) tally the results of the committee evaluations, (f) serve as tie-breaker in the event of a tie, and (g) communicate the results directly to the committee members, all applicants and the Treasurer.

The board of directors will commit the funds allotted for Travel Awards, and the Endowment Fund Committee will determine the number of awards and their individual amounts. The Treasurer shall prepare cheques in the names of the successful applicants, and the awards shall be presented during the biennial meeting at a time determined by the board of directors and organizer(s).

As approved by the membership, 10 June 2016