

**Canadian Cartographic Association (CCA)**  
**Proposed Constitution and By-laws 7 July 2020**  
**Explanation of need for revised Constitution and By-laws**

Corporations Canada is the organization in the federal government which oversees non-profit corporations (<https://corporationscanada.ic.gc.ca/eic/site/cd-dgc.nsf/eng/home>.) Last year it became necessary for the CCA to become incorporated as a “Non-soliciting Non-Profit Corporation” under the Canada Not-for-profit Corporations Act, in order to continue to conduct our business. Revising the by-laws then became necessary to bring them into conformity with the legal requirements of Corporations Canada.

The following document is the proposed revised Constitution and By-laws of the Canadian Cartographic Association as put forward by the current Executive Committee of the Association. It was based on the pre-existing Constitution of the CCA, which was established in 1976 and has been amended over the years. Our objective in re-writing this document has been to maintain the principles and established protocols of the CCA, while including the necessary changes to satisfy Corporations Canada. However the Executive also agreed that the previous by-laws should be updated to reflect current practices of the Association, which have evolved over time.

Many of the requirements and changes use standard wording suggested by the Corporations Canada to ensure legal operations and avoid organizational liability. For example, Section 2 below covers “special resolutions” as defined by Corporations Canada: these require a two-thirds majority of votes cast on the resolution to make, amend or repeal those by-law provisions dealing with conditions of membership, notice of meetings to members, transferability of membership, or absentee voting. A summary of Corporations Canada requirements and relevant links may be found here: <https://www.ic.gc.ca/eic/site/cd-dgc.nsf/eng/cs05005.html>

To summarize the substantial changes in the by-laws:

1. A Board of Directors is required by law. It is proposed that there should be 3 directors, who would also be the elected President, Vice-President and Treasurer of the Association.
2. Directors will not be able to borrow funds on the credit of the Association.
3. Meetings of the Board of Directors will generally coincide with meetings of the Executive Committee. Operational decisions regarding the organization’s activities and business will be made by consensus by this committee (rather than by majority vote as previously practiced.)
4. Terms of office for Executive Committee members will be two years.
5. When Executive Committee decisions significantly impact the future of the Association (eg. by-law amendments to membership classes; changes to annual dues) these will need to be ratified by the full membership at an Annual General Meeting
6. Remote participation in meetings by various electronic means of communication will be facilitated, and meetings may be held entirely by electronic when deemed necessary.

These proposed By-laws will be put forward in a resolution for adoption by vote at the upcoming Annual General Meeting in the summer of 2020. If members have any questions or concerns there will be time set aside for discussion at that time. If members wish to propose amendments to these by-laws, it is requested that these be communicated to the Secretary of the Association a minimum of two weeks previous to the date of the Annual General Meeting, so that they may be circulated adequately beforehand, and/or incorporated into the proposed document.

The Constitution and By-laws is by necessity a dry, legal document. But we have attempted to re-write it in a way that will enable and empower the continuation of the spirit of the CCA – Friends with Maps!

Byron Moldofsky, Treasurer, for:  
Your Executive Committee

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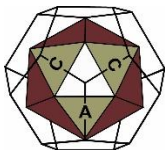
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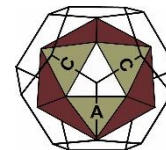
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**PROPOSED 7 July 2020**  
**CONSTITUTION AND BY-LAWS**  
**CANADIAN CARTOGRAPHIC ASSOCIATION**  
**ASSOCIATION CANADIENNE DE CARTOGRAPHIE**



**HISTORY**

Constitution adopted at the First General Meeting, Kingston, May 18, 1976

Amendments approved at:

- Fourth General Meeting, Toronto, May 24, 1979
- Sixth General Meeting, St. John's, August 19, 1981
- Eighth General Meeting, Calgary, June 3, 1983
- Tenth General Meeting, Fredericton, June 12, 1985
- Eleventh General Meeting, Burnaby, July 6, 1986
- Sixteenth General Meeting, St. Catharines, June 2, 1991
- Nineteenth General Meeting, Ottawa, August 11, 1994
- Twenty-fourth General Meeting, Ottawa, August 18, 1999
- Twenty-seventh General Meeting, Waterloo, May 28, 2002
- Thirtieth General Meeting, St. John's, July 28, 2005
- Thirty-first General Meeting, Ottawa, 21 June 2006

Association Incorporated as a Non-soliciting Non-Profit Corporation under the  
*Canada Not-for-profit Corporations Act.*

12 September 2019

Corporation number: 1162344-3

**ARTICLES OF INCORPORATION**

**The articles below were embedded in the Association's application to incorporate and are included in the Certificate of Incorporation dated 12 September 2019.**

**ARTICLE I : Corporate Name**

Canadian Cartographic Association - Association canadienne de cartographie

**ARTICLE II: The province or territory in which the registered office is situated**

Ontario

**ARTICLE III: Minimum and maximum number of directors**

Minimum: 3 Maximum: 3 The corporation will have three (3) directors.

**ARTICLE IV: Statement of the purpose of the corporation**

The purposes of the association are:

1. Promoting interest in maps and related cartographic materials;
2. Furthering the understanding and knowledge of maps by encouraging research in the field of cartography, both historical and current;

3. Providing for the exchange of ideas and information and for the discussion of mutual concerns, through meetings and by publications; and
4. Advancing education in cartography and in the use of maps.

**ARTICLE V: Restrictions on the activities that the corporation may carry on, if any**  
None – subject to the definition of a Non-soliciting Non-Profit Corporation as above.

**ARTICLE VI : The classes, or regional or other groups, of members that the corporation is authorized to establish**

Membership categories are: Regular, Retired, Student, Family, Institutional and Corporate. Each carries a different cost of membership and comes with specific benefits or restrictions. Each membership of any category carries with it the right to one (1) vote at members' meetings (e.g. to elect directors, and the public accountant if required) except for family memberships which consist of two (2) related people who each have the right to vote, or corporate memberships which are allowed two (2) representatives who each have the right to vote.

These membership classes characteristics are specified in more detail in the corporate by-laws.

**ARTICLE VII : Statement regarding the distribution of property remaining on liquidation**

After paying any debt or other liabilities of the association, and after returning any property originally given to the association on the condition that it be returned when the corporation is to be dissolved, any property remaining on liquidation is to be donated to a charity or foundation that is a qualified donee under the definition of eligible donees under the Income Tax Act, and whose purpose is educational and in line with the purposes of the association.

**ARTICLE VIII : Additional provisions**

The corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the corporation shall be used in furtherance of its purposes.

## **BY-LAWS**

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

### **SECTION 1 - GENERAL**

#### **1.01 Definitions**

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

- a) "**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;
- b) "**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;
- c) "**Association**" means the Canadian Cartographic Association/Association canadienne de cartographie, being a not-for-profit corporation registered pursuant to the *Canada Not-for-Profit Corporations Act*.
- d) "**board**" means the board of directors of the Association and "director" means a member of the board;
- e) "**by-law**" means this by-law and any other by-law of the Association as amended and which are, from time to time, in force and effect;
- f) "**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;
- g) "**ordinary resolution**" means a resolution passed by a majority of the votes cast on that resolution;
- h) "**proposal**" means a proposal submitted by a member of the Association that meets the requirements of section 163 (Member Proposals) of the Act;
- i) "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- j) "**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

#### **1.02 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.

### **1.03 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

### **1.04 Financial Year End**

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

### **1.05 Banking Arrangements**

The banking business of the Association shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Association and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

### **1.06 Borrowing Powers**

Directors or other officers of the Association may not borrow money on the credit of the Association.

### **1.07 Annual Financial Statements**

The corporation's annual financial statements will be summarized in a report of the previous year's finances from the Treasurer to the membership at the Annual General Meeting. Copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act will be kept on file at the registered office of the Association and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## **SECTION 2 - MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION**

### **2.01 Membership Classes and Conditions**

Subject to the articles, there shall be six classes of members in the Association, namely: Regular, Retired, Student, Family, Institutional and Corporate. Each carries a different cost of membership and comes with specific benefits or restrictions. An additional sub-class of Regular members will be Honorary members, who will have all the rights and benefits of Regular membership but will not be charged annual dues.

Membership in good standing may be obtained only by payment of all dues and assessments levied by the Association, except that annual membership dues are waived for Honorary Members.

### **CLASSES OF MEMBERS:**

Class 1: REGULAR. Persons who are employed as professionals in the field of cartography or ancillary field and others interested in furthering the objectives of the Association.

Class 1a: HONORARY. Individuals who have rendered outstanding service in the field of cartography, or other distinguished persons upon whom the Association has conferred honorary membership. These shall have all the rights and benefits of Regular Members, but shall be members in perpetuity and not be charged annual dues.

Class 2: STUDENT. Persons who are pursuing the study of cartography or ancillary field and are currently enrolled full-time in a post-secondary educational institution.

Class 3: FAMILY. Family Membership is defined as a Regular Member and spouse. Each Family Membership is entitled to receive one (1) subscription to the endorsed, learned journal, two (2) subscriptions to the Association newsletter and official notices. Further, both parties of the Family Membership are entitled to vote in all elections and both are eligible to hold office, to participate, and to receive full rights normally accorded to members in good standing.

CLASS 4. RETIRED. A Retired Member is defined as a Regular Member who has retired from professional life. The Retired Member is entitled to all rights and privileges accorded to a Regular Member.

Class 5: INSTITUTIONAL: Institutions, libraries, government departments and/or organizations interested in the objectives of the Association. Institutional Members may name one (1) representative to the Association who will be given all membership rights except as excluded below under "Membership Rights."

Class 6: CORPORATE: Business corporations, partnerships, co-operatives or other commercial entities interested in the objectives of the Association. Corporate members may name two (2) representatives to the Association who will be given all membership rights.

**MEMBERSHIP RIGHTS** Members in good standing shall have full rights to nominate candidates for office in the Association, vote and hold such offices if duly elected; they shall be entitled to participate, under applicable rules, in meetings, programs and other activities and services of the Association except that Institutional members may not hold office in the Association and are not entitled to receive the endorsed learned journal (Cartographica)..

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).

## **2.02 Transferring Membership**

Membership is not transferable.

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.

## **2.03 Notice of Meeting of Members**

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.

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 Association to change the manner of giving notice to members entitled to vote at a meeting of members.

## **2.04 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 25% 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.

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.

## **2.05 Absentee Voting**

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Association has a system that:

- a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- b) permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member voted.

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 Association to change this method of voting by members not in attendance at a meeting of members.



## **SECTION 3 - MEMBERSHIP DUES, TERMINATION**

### **3.01 Membership Dues**

Dues and assessments for each class of members will be determined on an annual basis by the Directors and Officers of the Association. All dues shall be payable in advance and become due on January 1 each year. Within 3 months previous to this, each member shall be sent a notice of dues payable. Every payment of fees shall be acknowledged by issue of a receipt.

Any change to annual dues must be ratified by the membership at the Annual General Meeting by vote including absentee votes by mail or electronic communication.

### **3.02 Termination of Membership**

A membership in the Association is terminated when:

- a) the member's term of membership expires; or
- b) the member resigns or passes away;
- c) the Association is liquidated and dissolved under the Act.

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

## **SECTION 4 - DIRECTORS**

### **4.01 Number of Directors**

The board shall consist of the number of directors specified in the articles: three (3). The directors will be the elected president, vice-president and treasurer of the Association.

### **4.02 Term of Office of Directors**

The directors shall be elected to hold office for a term of two years. Terms of office shall begin on the day following the Annual General Meeting of the Association and the period between two Annual Meetings shall be considered a two-year term. If a resignation or other termination of a director occurs, an election may be held to fill the unexpired portion of a term.

### **4.03 Calling of Meetings of Board of Directors**

Meetings of the board of directors may be called by any two (2) directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator.

### **4.04 Appointment of Officers and Executive Committee**

The directors may designate the offices of the Association, and arrange for the election or appointment of officers on an annual basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Association. A director may be appointed to any office of the Association. 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. Directors will be members of the Executive Committee, as described and constituted in Section 5.03 below.

#### **4.05 Meetings of Board of Directors with Executive Committee**

Meetings of the board of directors may be held concurrently with the meetings of the Executive Committee. Decisions regarding the operation of the Association will be made by the Executive Committee, as described in Section 7 below. Exclusive meetings of the Board of Directors will only be held when necessary for decisions prescribed by the Act.

#### **4.06 Notice of Exclusive Meeting of Board of Directors**

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Association not less than 2 days before the time when the meeting is to be held by one of the following methods: by telephonic, electronic or other communication facility at the director's recorded address for that purpose.

#### **4.07 Voting at Exclusive 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 president in addition to an original vote shall have a second or casting vote.

### **SECTION 5 - OFFICES AND COMMITTEES**

#### **5.01 Description of Offices**

Unless otherwise specified by the board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Association, if designated and if officers are appointed or elected, shall have the following duties and powers associated with their positions:

- a) **President** – The president shall be a director. The president shall be the chief executive officer of the Association and shall be responsible for implementing the strategic plans and policies of the Association.
- b) **Vice-President** - The vice-president shall be a director. The vice-president shall succeed to the office of president after their two (2) year term. If the president is absent or is unable or refuses to act, the vice-president shall, when present, preside at all meetings of the board of directors and of the members.
- c) **Treasurer** – The treasurer shall be a director. The treasurer shall have responsibility for the financial administration and reporting of the Association. The treasurer shall be the custodian of all the financial records of the Association.
- d) **Secretary** - The secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Association's records, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant (if required) and members of committees; the secretary shall be the

custodian of all books, papers, records, documents and other instruments belonging to the Association, other than financial.

- e) **Communications Officer** – Shall be in charge of communications development and strategy related to membership and public relations for the Association.
- f) **Chairs of Special Interest Groups** – The chair of each officially recognized Special Interest Group of the Association shall be considered an officer of the Association.

The powers and duties of all officers of the Association other than the directors shall be such as the terms of their engagement call for or the board or president requires of them. The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

### **5.02 Membership Status of Officers**

All officers must be members in good standing or become members in good standing upon election or appointment.

### **5.03 Executive Committee**

The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, Communications Officer, Chairs of recognized Association Special Interest Groups and the most recent Past President. It will also include the non-elected Special Appointments as in Section 7.08 below, and the Editor of the endorsed learned journal (Cartographica,).

### **5.04 Terms of Office**

The terms of office shall be two (2) years for all officers. The terms of office of Special Interest Group Chairs shall be staggered so that not all retire in any one year. Terms of office shall begin on the day following the Annual General Meeting of the Association and the period between two (2) Annual Meetings shall be considered a two-year term.

### **5.05 Officer Vacancies**

If the office of any officer of the Association shall be or become vacant between Annual General Meetings, the directors may, by resolution, appoint a person to fill such vacancy. That appointment must be ratified or a new election held at the next Annual General meeting.

### **5.06 Removal of Executive Committee members**

Any member of the Executive Committee who fails to attend two (2) consecutive meetings, without reasonable excuse, may be removed from office by a two-thirds majority vote of the Executive Committee. If a member of the Executive Committee is removed from office, the Executive Committee may co-opt a replacement for the remainder of the un-expired term.

## **SECTION 6 - NOMINATION AND ELECTION OF DIRECTORS AND OFFICERS**

### **6.01 Nominating Committee**

A Nominating Committee shall be elected annually at the Annual General Meeting. It shall consist of two (2) members in good standing and the immediate Past President, who shall normally serve as Chair. The Nominating Committee shall normally make one (1) or more nominations for each office which is expected to be vacant in the coming year. The Nominating Committee shall employ best efforts to submit a slate of candidates to the Secretary for distribution to the membership no earlier than four (4) weeks and no later than two (2) weeks prior to the Annual Meeting.

### **6.02 Additional nominations**

Additional nominations may be made in writing signed by two (2) members in good standing and the nominee, providing they are received by the Chair of the Nominating Committee within two (2) weeks of receipt by the membership of the Nominating Committee's slate of candidates.

### **6.03 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 10% of members entitled to vote at the meeting at which the proposal is to be presented.

### **6.04 Election of Officers**

Officers will be elected by simple majority of voting members present at the Annual General Meeting, and any absentee ballots submitted previous to that meeting in accordance with the by-law governing Absentee Voting. If not more than one nominee has been nominated for any office that nominee may be elected to that office by acclamation, subject to approval by the Board of Directors.

## **SECTION 7 - MEETINGS OF EXECUTIVE COMMITTEE**

### **7.01 Calling of Meetings**

Meetings of the Executive Committee may be called by the president at any time or any two (2) directors at any time if the president is unable. The meeting will be chaired by the president if attending, or else by the vice-president.

### **7.02 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the Executive Committee shall be given to every member not less than seven (7) days before the time when the meeting is to be held by telephonic, electronic or other communication facility at the committee member's recorded address for that purpose. Members of the Executive Committee may waive their right to notice pursuant to this provision where necessary to deal with extraordinary or urgent matters.

### **7.03 Regular meetings**

The Executive Committee shall meet at least three (3) times each calendar year: once before the Annual General Meeting, once during the week of the Annual General Meeting, and once after the Annual General meeting. Additional meetings may be called as above in 7.01. Notices of Executive Meetings requiring travel shall be sent out at least four (4) weeks in advance. The minutes of all Executive Committee meetings shall be circulated within two (2) weeks following any such meeting.

### **7.04 Quorum for Meeting**

Five (5) members of the Executive shall constitute a quorum, including at least two (2) of the President, Vice President, and Treasurer.

### **7.05 Meeting Held Entirely by Electronic Means**

The directors 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.

### **7.06 Powers of Executive Committee**

The Executive Committee shall have the power to transact all business of the Association, establish committees, appoint representatives and assign specific responsibilities to the various officers and committees of the Association.

### **7.07 Decision-making by Consensus**

Unless otherwise required by the Act or the articles of the Association, questions arising at any meeting of the Executive Committee shall be decided by a consensus of the committee members present at the meeting. A consensus will be considered to have been reached when no committee member objects to the question on the floor before the meeting. Should the chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular question, then the chair shall refer the question to be decided by a majority vote of the committee members. In that event, each committee member is authorized to exercise one vote, and the 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.

### **7.08 Special appointments**

The Executive may appoint up to two (2) members in good standing to act as special appointments to the executive committee where regional, national or international representation, special projects or the general well-being of the Association seem to recommend such action.

### **7.09 Creating or amending By-laws and Effective Date**

Subject to the articles, the Executive Committee may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Association. 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. See Section 2 above.

### **7.10 Reporting of the Executive Committee**

Transactions of the Executive Committee shall be reported in the Association's newsletter, and the President shall report on the Executive's behalf each year to the Annual General Meeting.

### **7.11 Awarding of Honorary Membership**

The Executive Committee shall have the power to award Honorary Memberships as per Section 2.01 Class 1a above. A motion for such action may be submitted to the Executive Committee by any three members in good standing.

## **SECTION 8 - MEETINGS OF MEMBERS**

### **8.01 Place of Members' Meeting**

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the Directors and Officers of the Association, or if 25% of the members entitled to vote at such meeting so agree, outside Canada.

### **8.02 Persons Entitled to be Present at Members' Meetings**

Members and non-members of the Association are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

### **8.03 Chair of Members' Meetings**

Any of the Officers of the Association may chair a meeting of members.

### **8.04 Quorum at Members' Meetings**

The quorum for a meeting of the members shall be 25% of the membership in good standing, or 25 such members, whichever is fewer.

### **8.05 Voting 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.

### **8.06 Participation by Electronic Means at Members' Meetings**

If the Association 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 Association has made available for that purpose.

### **8.07 Members' Meeting Held Entirely by Electronic Means**

If the directors or members of the Association 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.

## **SECTION 9 - ANNUAL GENERAL MEETINGS**

### **9.01 Time and Place of Annual General Meeting**

The Annual General Meeting of the Association shall be held at such time and place as the Executive Committee may designate.

### **9.02 Notice of the time and place of Annual General Meeting**

Notice of the time and place of meeting must be transmitted to members at least four (4) weeks prior to the meeting.

### **9.03 Business of Annual General Meeting**

The business of the meeting shall include approval of the minutes of the previous meeting, reports of the officers, election of directors and officers as required by these by-laws, election of committees as proposed by the Executive Committee, and such other business as has been placed on the Agenda by the Executive or has been proposed by the membership under pertinent rules established by the Executive within the scope of the Constitution and By-Laws. The Agenda of the meeting shall be circulated prior to the meeting.

#### **9.04 Minutes of Annual General Meeting**

The minutes of the Annual General Meeting shall be circulated to the membership within two (2) months of the meeting.

#### **9.05 Scope of Annual General Meeting**

All resolutions adopted by the Executive or by a Business Meeting must fall within the scope of the objectives of the Association as stated in Article II of the Constitution: those outside the scope of these objectives are to be ruled out of order.

### **SECTION 10 - SPECIAL INTEREST GROUPS**

#### **10.01 Objectives of Special Interest Groups**

The objective of Special Interest Groups is to carry forward the objectives of the Association by facilitating interaction of members with particular research and study interests, not only at the Annual Meetings, but also throughout the year.

#### **10.02 Membership of Special Interest Groups**

All members in good standing of the Association are members of all Special Interest Groups and may choose to be active participants in any or all such groups.

#### **10.03 Creation and Dissolution of Special Interest Groups**

Special Interest Groups of the Association may be created and dissolved only by majority of a properly constituted General Meeting of the Association. The officially recognized Special Interest Groups shall be listed in by-law 10.06.

The Executive Committee may receive proposals or the formation of a Special Interest Group and approve a temporary status including a Chair and funding support to review not later than the next-following Annual General Meeting. The Chair of such a temporary group shall not vote at Executive Committee Meetings.

#### **10.04 Suspension of Special Interest Groups**

The Executive Committee may move to suspend the activities of an Interest Group, subject to review and a vote on dissolution not later than the next-following Annual General Meeting. Nevertheless, the elected Chair shall remain a voting member of the Executive Committee to complete her or his term.

#### **10.05 Secretary of Special Interest Group**

The Chair of a Special Interest Group may appoint a Secretary to Assist in the group's activities. Such a Secretary will be recognized as an officer of the Association, will have a term of office concurrent with that of the Chair, but will not be a member of the Association's Executive Committee.



## **10.06 Recognized Special Interest Groups**

The officially recognized Special Interest Groups are:

- a) Mapping Technologies & Spatial Data
- b) History of Cartography
- c) Education
- d) Geovisualization and Map Design

## **SECTION 11 - INVALIDITY, OMISSIONS AND ERRORS**

### **11.01 Invalidity of Provisions of this By-law**

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

### **11.02 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 Association 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.

## **SECTION 12 - EFFECTIVE DATE**

### **12.01 Effective Date**

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Association, as enacted by the directors of the Association by resolution on the \_\_\_\_ day of \_\_\_\_ (month), \_\_\_\_ (year) and confirmed by the members of the Association by special resolution on the \_\_\_\_ day of \_\_\_\_ (month), \_\_\_\_ (year).

Dated as of the \_\_\_\_ day of \_\_\_\_ (month), \_\_\_\_ (year)..

\_\_\_\_\_ [Indicate name of director/officer]