

BY-LAW NO. 1

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

International Ichnological Association (the “Corporation”)

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

CORPORATE SEAL

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the corporation.

HEAD OFFICE

2. The head office of the Corporation shall be situated in the place or municipality and the province specified in the Letters Patent, at such address as the board may, by resolution, determine. Subject to the Act, the Corporation may, by a by-law, change the place or municipality and the province in which the registered office of the Corporation shall be situated. A copy of the by-law approved by 2/3 of the votes cast in favour of the by-law shall be filed with the Minister.

CONDITIONS OF MEMBERSHIP

3. Membership in the corporation shall be limited to persons interested in furthering the objects of the corporation and shall consist of anyone whose application for admission as a member has received the approval of the board of directors of the corporation. Each regular and honorary member who is present shall be entitled to one vote at every meeting of the membership of the corporation.

- a. Regular Members. Any person interested in the study of trace fossils, who is not registered as a graduate or undergraduate student, is eligible to apply for regular membership.
- b. Honorary Members. The executive committee may elect honorary members in recognition of outstanding contributions in the field of Ichnological research generally, or to the corporation in particular. Both scientists and non-scientists are eligible. Nominations shall be submitted to the executive committee. Not more than one honorary member shall be elected in any one year. Honorary members shall have all the privileges of regular members.
- c. Student Members. Students enrolled in undergraduate or graduate programs at degree-granting institutions are eligible to apply for student membership. An application—supported in writing by the project supervisor, and stating the length of the studentship—shall be submitted in writing to the Secretary.
- d. Corporate Members. Any organization or institution (enterprise, museum, research institute, scientific association, university department or other) may apply to corporate membership of the corporation. Corporate members could contribute to the finances of the corporation beyond the established corporate membership fee if they wish.

4. The executive committee shall set annual dues according to the needs of the corporation. Fees for the different types of membership shall be published in the Newsletter. The membership year shall be the

calendar year, and dues shall be payable in advance. Honorary members shall be exempt from annual dues. Special financial cases will be considered by the committee on application.

5. A member who has not paid dues or assessments within a period of one year after billing shall, upon being billed for the succeeding year, be notified of membership forfeiture unless all indebtedness to the corporation is met within ninety days. Reinstatements following this ninety-day period shall require the request of the indebted member, approval by the executive committee and liquidation of all indebtedness.

6. A member may resign at any time by giving written notice to the secretary of the corporation. Otherwise membership shall continue as long as requirements are met and dues and assessments are paid according to the preceding section. In extraordinary circumstances, the executive committee may expel from the corporation a member whose actions are counter to the purposes of the corporation. Said member shall be given written notice of expulsion and the reasons thereof, and shall have the right of appeal to the membership at large. In either case, fees for the remainder of the year are non-refundable.

MEMBERS' MEETINGS

7. Ordinary meetings shall occur in a place, date and hour designated by the executive committee at least once approximately every four years normally coinciding with the regular congress of the corporation, Ichnia. The executive committee may call special meetings of the membership coinciding with other international congresses. Business of the corporation shall be transacted at the ordinary meeting.

8. At every annual meeting, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. A quorum for transactions of business shall consist of not fewer than 15 regular members of the corporation.

9. The Secretary shall give notice of ordinary meetings and special meetings of the membership as a whole—by written communication—to each member stating the place, day and hour of the meeting and, in case of a special meeting, the purpose for which the meeting is called. Such notice of meetings shall be mailed not less than fifty or more than one hundred days before the date of the meeting. The venue will be mutually agreed upon at the previous meeting.

10. A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by these by-laws.

11. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat and 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. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the corporation.

BOARD OF DIRECTORS

12. The property and business of the corporation shall be managed by a board of directors, comprised of a minimum of three directors. The number of directors shall be determined from time to time by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the resolution at a meeting of members duly called for the purpose of determining the number of directors to be elected to the board of directors.

Directors must be individuals, 18 years of age or older, with power under law to contract. Directors need not be members.

13. The applicants for incorporation shall become the first directors of the corporation whose term of office on the board of directors shall continue until their successors are elected. At the (first, second, etc.) meeting of members, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the corporation.

14. Directors shall be elected for a term of four year(s) by the members at an annual meeting of members.

15. The office of director shall be automatically vacated:

- a. if at a special general meeting of members, a resolution is passed by of the votes cast in favour of the removal of the director;
- b. if a director has resigned his office by delivering a written resignation to the secretary of the corporation;
- c. if he is found by a court to be of unsound mind;
- d. if he becomes bankrupt or suspends payment or compounds with his creditors;
- e. on death; provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment, fill the vacancy with a member of the corporation.

16. The directors shall serve as such 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. Nothing herein contained shall be construed to preclude any director from serving the corporation as an officer or in any other capacity and receiving compensation there for.

17. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

POWERS OF DIRECTORS

18. The directors of the corporation may administer the affairs of the corporation in all things and make or cause to be made for the corporation, in its name, any kind of contract which the corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the corporation is by its charter or otherwise authorized to exercise and do.

19. The directors shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers of the corporation the right to employ and pay salaries to employees. The 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 corporation in accordance with such terms as the board of directors may prescribe.

The board of directors is hereby authorized, from time to time,

- a. to borrow money upon the credit of the corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of directors in its discretion may deem expedient;
- b. to limit or increase the amount to be borrowed;
- c. to issue or cause to be issued bonds, debentures or other securities of the corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;
- d. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the corporation, and the undertaking and rights of the corporation.

20. The board of directors shall take such steps as they may deem requisite to enable the corporation 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 corporation.

21. The board of directors may appoint such agents and engage such employees as it shall deem necessary 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.

22. Remuneration for all officers, agents and employees and committee members shall be fixed by the board of directors by resolution.

DIRECTORS' MEETINGS

23. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one (1) meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.

24. A majority of directors in office, from time to time, but no less than two directors, shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the corporation.

INDEMNITIES TO DIRECTORS AND OTHERS

25. Every director of the corporation 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 corporation, from and against:

- a. all costs, charges and expenses which such director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act,

deed, matter of 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;

- 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.

OFFICERS

26. The officers of the corporation shall be a president, secretary and treasurer and any such other officers as the board of directors may by by-law determine. Members may stand for only one position in any given election.

27. Officers shall be elected by a simple plurality of votes either at the four-yearly meeting or on ballots received by the secretary-treasurer thirty days after the mailing of the ballots to all regular and honorary members. Individual votes shall be cast for each designated position.

28. No officers shall serve more than a total of two consecutive terms in any given office.

DUTIES OF OFFICERS

29. The president shall be the chief executive officer of the corporation, shall preside at meetings of the executive committee and ordinary business meetings of the General Assembly, shall be responsible for policies determined by the executive committee, shall act as spokesperson for the corporation, and shall see that all orders and resolutions of the executive committee are carried into effect.

30. The treasurer shall be responsible for all monies and valuable effects in the name and to the credit of the corporation, and for full and accurate accounting of receipts and disbursements in books belonging to the corporation. The treasurer shall have signatory powers and shall disburse the funds of the corporation as may be ordered by the executive committee. The treasurer shall render the president and to the executive committee at its ordinary meetings, or when the executive committee so requires, an account of the financial transactions and status of the corporation.

31. The Secretary shall assist the president, and shall be responsible for the minutes of all meetings of the executive committee, the business meeting and any special meetings. The secretary shall substitute for the president if the president cannot serve. The secretary is required to be a regular or honorary member in good standing. Should the office of president become vacant, the secretary shall become president and serve the remainder of the unexpired term. Should other offices become vacant, the executive committee shall, by majority vote, elect a member to serve in an interim capacity until the next duly elected candidate assumes office.

32. Slates of candidates for officers shall be prepared from the roll of regular and honorary members by the nominating committee. The executive committee shall appoint this committee, every 4 years. Additional nominations may be made for any office by a petition of at least 5 voting members of the corporation. The report of the nominating committee must be placed in the hands of the secretary at least 6 months prior to each regular four-yearly membership meeting. The list of candidates will be published in the Ichnology Newsletter or in a special membership mailing at least 3 months prior to the membership meeting. Additional nominations must be placed in the hands of the secretary not later than 3 months prior to an election. All officers and executive committee members, except as stated in Section 7, shall

serve for 4-year terms. In the event of lack of a quorum at the regular membership meeting, the election will be conducted by mail ballot.

33. The duties of all other officers of the corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

COMMITTEES

34. The president may appoint special committees, designating the members and chairpersons, as well as the function of these committees. Unless reappointed by the incoming president, such special committees shall cease to function upon the conclusion of the term of the president who appointed them. The executive committee may appoint committees to act for special purposes, designating their duties and powers in the resolution of appointment. Such resolution must be adopted by a majority of the executive committee.

EXECUTIVE COMMITTEE

35. The corporation's affairs shall be conducted through an executive committee including the president, the secretary, the treasurer, one member of the previous committee, the newsletter editor, and the journal editor. All members of the executive committee shall be entitled to one vote each, except for the presiding officer, who shall vote only in the case of a tie.

36. The Executive Committee shall meet once a year to discuss matters relating to the corporation. A quorum shall consist of 3 members, including at least the president and the secretary. The executive committee shall meet at the regular meeting and at other times and places, as it deems necessary. The executive committee may also transact business by mail provided that not less than seven members of the executive committee shall approve in writing any proposed transaction.

EXECUTION OF DOCUMENTS

37. Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing. The directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation. The seal of the corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

MINUTES OF BOARD OF DIRECTORS (AND EXECUTIVE COMMITTEE)

38. The minutes of the board of directors (or the minutes of the executive committee) shall not be available to the general membership of the corporation but shall be available to the board of directors, each of whom shall receive a copy of such minutes.

FINANCIAL YEAR

39. The fiscal year of the corporation shall be the calendar year commencing on the first day of January

and ending on the thirty-first day of the following December.

AMENDMENT OF BY-LAWS

40. The by-laws of the corporation not embodied in the Letters Patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the *Canada Corporations Act*, may be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the by-law at a meeting of members duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

AUDITORS

41. The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors.

BOOKS AND RECORDS

42. The directors shall see that all necessary books and records of the corporation required by the bylaws of the corporation or by any applicable statute or law are regularly and properly kept.

RULES AND REGULATIONS

43. 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 corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

INTERPRETATION

44. In these by-laws and in all other by-laws of the corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.