

RULES
CANADIAN SOCIETY OF SOIL SCIENCE INC.
SOCIÉTÉ CANADIENNE DE LA SCIENCE DU SOL INC.

Approved July, 1990

Amended July, 1998

Amended April, 2002

AFFILIATION

1. The Society is affiliated with the Agricultural Institute of Canada (AIC). As a condition of this affiliation, an organization fee shall be paid by the Society for each regular member resident in Canada and each retired member, other than a Fellow, under 75 years of age resident in Canada. The Society is also a member society of the IUSS. As a condition of this membership a fee shall be paid by the Society for each member resident in Canada and each retired member, other than a Fellow, under 75 years of age resident in Canada.
2. The Society may discontinue its affiliation with AIC or become affiliated with any other society providing such affiliation is approved by two-thirds (2/3) of the members present at the annual business meeting.

MEMBERSHIP

3. Qualification for Membership:
 - 3.1 Member - To be qualified for the category of Member, a person normally shall have a post-secondary education and shall have demonstrated a professional interest in soil science.
 - 3.2 Student Member - To be qualified for the category of Student Member, a person shall be enrolled in a post-secondary school program in, or related to, soil science.
 - 3.3 Honorary Member - To be qualified for the category of Honorary Member, a person shall be a non-member and shall have rendered valuable or special service to soil science or to the Society. Nominations for Honorary Membership may be made to the Council by any member of the Society. Honorary Memberships approved by the Council shall be awarded at any annual meeting of the Society.
 - 3.4 Emeritus Member - To be qualified for the category of Emeritus Member, a person shall have been a member in good standing for the preceding ten (10) years and shall have retired from full-time professional activities.

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MEMBERSHIP FEES

4. Any and all membership fees or changes in fees in the Society shall be determined by recommendation of the Council. Notification of a proposed change must be given to the full membership by the Secretary before May 1, and be approved by a majority of members at the annual meeting. A change in fees will be effective from the beginning of the fiscal year following the annual meeting.
5. The fee for Emeritus members shall be one-half (2) of the fee for Member.
6. Honorary Members shall be exempt from the payment of annual membership fees.
7. Fellows shall continue to pay the annual membership fee until they retire from full-time professional activities, at which time there shall be no membership fee.
8. Annual membership fees are payable January 1. Members who have not paid their fees before December 31 of the same year shall be removed from the role. A former member may be reinstated on payment of the current annual fee plus one-half (2) the annual fee for the year in which his name was removed from the list of members.
9. All new members of the Society enrolled after September 1 shall pay one-half (2) of the annual membership fee for the balance of that year and shall receive all services from the date of enrollment.

ELECTIONS

10. The President-Elect, Student member and the two (2) Councillors shall be chosen by ballot. The President-Elect and Student member shall be chosen from all of Canada. One Councillor shall be chosen each year alternately from Eastern and Western Canada. The term of the Student member shall be two (2) years. To be eligible, the student must be currently enrolled and have at least one year remaining in a soil science program of study leading to a post graduate degree or diploma at a Canadian University. Election shall be conducted in the following manner: the Secretary shall issue a call for nominations to the members before March 1. Nominations shall be made with the consent of the

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nominee and must be signed by three (3) members. The time period to receive nominations, after the call for nominations, must be at least six (6) weeks.

11. Elections shall be conducted on the single transferable voting system.
12. Once the six (6) week time period to receive nominations is completed, the Secretary shall prepare and mail to all members a ballot, with the necessary provision for secrecy, and instructions to return the ballot to the Secretary within five (5) weeks.
13. The ballots shall be counted by an Election Committee consisting of three (3) members of the Society appointed by the President.
14. In case nominations are not received by the end of the six (6) week period outlined in Rule 10, the Council shall appoint officers to fill vacancies in the slate of officers for the ensuing year.

COMMITTEES

15. Council shall appoint committees deemed necessary for the conduct of Society affairs.
16. Committees may be categorized into two classes:
 - 16.1 standing committees normally shall continue in operation from year to year unless specifically terminated by Council.
 - 16.2 ad hoc committees and task forces may be established by Council and shall have a termination date in their terms of reference.
17. Council shall prescribe the terms of reference for all committees. These terms of reference shall provide a description of the function and duties as well as the composition and tenure of all committees.

AWARDS COMMITTEE

18. The Awards Committee shall be a standing committee of the Society and shall consist of the President-Elect, who shall act as chairman, and two (2) other

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members being selected from the past-presidents of the Society.

- 18.1 All members of the Awards Committee shall be appointed by the Council of the Society, after each annual meeting.
- 18.2 The Awards Committee shall, each year, receive from members nominations for fellowships and shall make recommendations each year, at least two (2) months before the annual meeting of the Society, to the Council of the Society with respect to the name(s) of members who the Committee considers most suitable candidates for the award of a Fellowship. Nominations must be signed by three (3) members and supported by a short summary indicating the qualifications of the nominee. The recommendation of the Committee is subject to the approval of the Council which makes the award.
- 18.3 The Awards Committee is empowered to decide whether an award is to be made in that particular year.
- 18.4 The Awards Committee shall be responsible for making recommendations to Council on awards to be made from the CSSS Awards Fund. This responsibility shall include recommendations on changes in the nature of the awards as well as recommendations on recipients of awards.

AWARDS

19. A Fellow[®] of the Society may be granted according to the following provisions:
 - 19.1 Candidate must be a member of the Society for a total of ten (10) years.
 - 19.2 Candidate must have a distinguished record of service in any field of soil science.
 - 19.3 The recipient of a Fellowship award will be named a Fellow of the Canadian Society of Soil Science[®].
 - 19.4 The award of a Fellowship will be made at an annual meeting of the Society and the recipient will be given a suitably inscribed plaque.

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- 19.5 A fellow of the Society will be granted a paid-up membership in the Society when he retires from full-time employment or, if he is in retirement, at the time of the award.
20. The Rules Committee shall be a standing committee of the Society and shall consist of the President who will act as chairman and two (2) other members selected from the past-presidents of the Society.
- 20.1 Proposals to change the Rules can be made only by committees of the Society or by the annual meeting and must be submitted to the Rules Committee by February 15 each year.
- 20.2 Notification of any proposed changes in the Rules can be made only by the Rules Committee, a standing Committee of Council, which shall draft proposed changes in a form suitable for the members to vote yes or no on each question and forward the same to the Secretary before April 1 each year. The Secretary, on or before May 1, shall mail to all members the proposed changes in a form suitable for the members to vote yes or no on each proposed change. The votes on the proposed changes must reach the Secretary on or before June 1. The votes on the proposed changes shall be counted by the Election Committee as constituted in Bylaw 24. The changes will be deemed to be approved if two-thirds (2/3) of the votes cast are in the affirmative.

HEAD OFFICE

21. The head office of the Society shall be the office of the Executive Vice-President of the Agricultural Institute of Canada, in the City of Ottawa, in the Province of Ontario.

ANNUAL CONVENTION

22. A conference shall be held annually. Members shall be notified by the secretary of the date and location of the annual conference at least 15 months in advance. The conference shall consist of:
- 22.1 Technical Meetings - The Council shall be responsible for arranging a program of papers on soil science for presentation at the annual

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convention. Preference will be given to authors or joint authors who are members of the Society.

22.2 Business Meeting

- 1) Approval of the minutes of the previous business meeting.
- 2) Business arising out of the minutes.
- 3) Communications.
- 4) Report of the secretary.
- 5) Report of the Treasurer (to include financial statement and auditor-s report).
- 6) Report of the President.
- 7) Report of committees.
- 8) Unfinished business.
- 9) Resolutions.
- 10) Election results and installation of officers.
- 11) New business (to include appointment of auditor).

IN WITNESS WHEREOF we have hereunto signed at the City of

_____, in the province of _____, Canada, this _____
day

of _____, A.D. 1991.

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CORPORATE SEAL

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

CONDITIONS OF MEMBERSHIP

2. Membership in the Society shall be limited to persons interested in furthering the objects of the Society and shall consist of anyone whose application for admission as a member has received the approval of the Council of the Society.

A member, normally, shall have a post-secondary school education and shall have demonstrated a professional interest in soil science. The Society shall have power to accept, in special circumstance, a member who does not have these qualifications.

3. There shall be no membership fees or dues unless otherwise directed by the Council.
4. Any member may withdraw from the Society by delivering to the Society a written resignation and lodging a copy of the same with the secretary of the Society.
5. Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting provided that any such member shall be granted an opportunity to be heard at such meeting.

HEAD OFFICE

6. Until changed in accordance with the Act, the head office of the Society shall be in the city of Ottawa, in the province of Ontario.

COUNCIL

7. The property and business of the Society shall be managed by a Council of nine (9) members, herein named Members of Council, of whom five (5) shall constitute a quorum. Members of Council must be individuals, eighteen (18) years of age, with power under law to contract.

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8. The applicants for incorporation of the Society shall become the first Members of the Council of the Society whose term of office on Council shall continue until their successors are elected.
9. At the first meeting of members, the Council then elected shall replace the provisional Members of Council, named in the Letters Patent of the Society.
10. Three (3) Members of Council shall be elected for a three- (3-) year term and by the procedures designated in Article 24, herein, and two members of Council shall be elected for a two- (2) year term and by the procedure designated in Article 25, herein for Officers and approved at an annual meeting of members. Three (3) members (Secretary, Treasurer, Editor of CJSS) are appointed annually by Council.
11. The office of Member of Council shall be automatically vacated:
 - 1) if a Member of Council shall resign his office by delivering a written resignation to the secretary of the Society;
 - 2) if he is found by a court to be of unsound mind;
 - 3) if, at a special general meeting of members, a resolution is passed by three-quarters (3/4) of the members present at the meeting that he be removed from office;
 - 4) on death;

provided that if any vacancy shall occur for any reason contained in this paragraph, the Council, by majority vote, may, by appointment, fill the vacancy with a member of the Society, except for the office of President-Elect. If the office of President-Elect becomes vacant, a special election by mailed ballot of the members shall be held according to procedure outlined in Bylaw 24.
12. Meetings of Council may be held at any time and place to be determined by the Members of Council provided that seven (7) clear days of written notice of such meeting shall be given, other than by mail. Notice by mail shall be sent at least fourteen (14) days prior to the meeting to each Member of Council. There shall be at least one (1) meeting per year of Council. No error or omission in giving

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notice of any meeting of Council or any adjourned meeting of the Council of the Society shall invalidate such meeting or make void any proceedings taken thereat and any Member of Council 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 Member of Council is authorized to exercise one (1) vote.

If all the Members of Council of the Society consent thereto generally or in respect of a particular meeting, a Member of Council may participate in a meeting of Council or of a committee of Council by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Member of Council participating in such a meeting by such means is deemed to be present at the meeting.

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

13. The Members of Council shall serve as such without remuneration and no Member of Council shall directly or indirectly receive any profit from his position as such; provided that a Member of Council may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any Member of Council from serving the Society as an officer or in any other capacity and receiving compensation therefor.
14. A retiring Member of Council shall remain in office until his successor has been installed at the meeting at which his retirement is accepted and his successor is elected.
15. Council 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 terms of such appointment.
16. A reasonable remuneration for all officers, agents and employees and committee members shall be fixed by Council by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees shall cease to be payable from the date of such meetings of

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members.

INDEMNITIES TO MEMBERS OF COUNCIL AND OTHERS

17. Every Member of Council or officer of the Society or other person who has undertaken or is about to undertake any liability on behalf of the Society or any company controlled by it 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 Society, from and against:
- 1) all costs, charges and expenses whatsoever which such Member of Council, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the executive of the duties of his office or in respect of any such liability;
 - 2) 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.

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EXECUTIVE COMMITTEE

18. There may be an executive committee composed of three (3) Members of Council who shall be appointed by Council. The executive committee shall exercise such powers as are authorized by Council. Any executive committee member may be removed by a majority vote of Council. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
19. Meetings of the executive committee may be held at any time and place to be determined by the members of such committee provided that at least forty-eight (48) hours notice of such meeting shall be sent in writing to each member of such committee. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. Two (2) members of such committee shall constitute a quorum. No error or omission in giving notice or any meeting of the executive committee or any adjourned meeting of the executive committee of the Society shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

POWERS OF COUNCIL

20. The Members of Council of the Society may administer the affairs of the Society in all things and make or cause to be made for the Society, in its name, any kind of contract which the Society 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 Society is by its charter or otherwise authorized to exercise and do.
21. The Members of Council shall have power to authorize expenditures on behalf of the Society from time to time and may delegate by resolution to an officer or officers of the Society the right to employ and pay salaries to employees. The Members of Council shall have the power to make expenditures for the purpose of furthering the objects of the Society. The Members of Council 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 Society in accordance with such terms as Council may prescribe. The members of Council may appoint committees whose members will hold their office at the will of Council.

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22. Council shall take such steps as it may deem requisite to enable the Society 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 Society.

OFFICERS

23. The officers of the Society shall be a President, President-Elect, Past-President, Secretary, Treasurer, and any such other officers as Council may, by law, determine. All officers shall be members of Council and they shall cease to be officers if they cease to be members of Council or if they are removed by a majority of the members of Council.
24. The term of office of the President, Past-President and President-Elect shall be one (1) year. The President-Elect shall be chosen by a mailed ballot of the members and shall be installed as President upon completion of the President's year in office. If the office of the President becomes vacant during the year, the President-Elect shall assume the duties of President immediately. He shall then complete the unexpired term of the President and then serve the full term to which he was elected. Elections by mailed ballot shall be conducted in the following manner: the Secretary shall issue a call for nominations to the members before March 1. Nominations shall be made with the consent of the nominee and must be signed by three (3) members. The time period to receive nominations, after the call for nominations, must be at least six (6) weeks. Elections shall be conducted on the single transferable voting system. Once the six (6) week time period to receive nominations is completed, the Secretary shall prepare and mail to all members a ballot, with the necessary provision for secrecy, and instructions to return the ballot to the Secretary within five (5) weeks. The ballots shall be counted by an Election Committee consisting of three (3) members of the Society appointed by the President. In case nominations are not received by the end of the six (6) week period, the Council shall appoint officers to fill vacancies in the slate of officers for the ensuing year.
25. The Secretary and the Treasurer shall be appointed by Council at the first meeting of Council following the annual meeting. The term of office of the remaining members of Council shall be two (2) years. They shall be elected by a mailed ballot of the membership, as outlined in Bylaw 24, and their term will date from their installation at the annual business meeting.

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DUTIES OF OFFICERS

26. The President shall be the chief executive officer of the Society. He shall preside at all meeting of the Society and of Council. He shall have the general and active management of the affairs of the Society. He shall see that all orders and resolutions of Council are carried into effect.
27. The President-Elect shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be assigned to him by Council.
28. The Treasurer shall have the custody of the funds and securities of the Society and shall keep full and accurate accounts of all assets, liabilities, and disbursements of the Society in the books belonging to the Society and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Society in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by Council from time to time. He shall disburse the funds of the Society as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Members of Council at the regular meeting of Council, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Society. He shall also perform such other duties as may from time to time be directed by Council.
29. The Secretary may be empowered by Council, upon resolution of the Council, to carry on the affairs of the Society generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give, or cause to be given, notice of all meetings of the members and of Council and shall perform such other duties as may be prescribed by the Council or President, under whose supervision he shall be. He shall be custodian of the seal of the Society, which he shall deliver only when authorized by a resolution of Council to do so and to such person or persons as may be named in the resolution.
30. The duties of all other officers of the Society shall be such as the terms of their engagement call for, or Council may assign to them.

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EXECUTION OF DOCUMENTS

31. Contracts, documents or any instruments requiring the signature of the Society shall be signed by any two (2) officers and all contracts, documents and instruments so signed shall be binding upon the Society without any further authorization or formality. The Members of Council shall have power from time to time by resolution to appoint an officer or officers on behalf of the Society to sign specific contracts, documents and instruments. The Members of Council may give the Society'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 Society. The seal of the Society, when required in writing, may be affixed to contracts, documents and instruments signed as aforesaid or by any officer or officers appointed by resolution of Council.

MEETINGS

32. The annual or any other general meeting of the members shall be held at the head office of the Society or at any place in Canada as Council may determine and on such day as the said Council shall appoint. The members may resolve that a particular meeting of members be held outside of Canada.
33. At every annual meeting of the Society, in addition to any other business that may be transacted, the report of the Members of Council, the financial statement and the report of the auditors shall be presented and Members of Council elected and auditors shall be appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. Council or the President or President-Elect shall have power to call, at any time, a general meeting of the members of the Society. Council shall call a special meeting of members on written requisition of members carrying not less than five percent (5%) of the voting rights. The members present in person at any properly announced business meeting shall constitute a quorum.
34. At least thirty (30) days prior written notice shall be given to each member of the Council for any annual or special general meeting of members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Each voting member present at a meeting shall have the right to exercise one (1) vote.

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35. 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 Society 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 purpose of sending notice to any member, Member of Council or officer of any meeting or otherwise, the address of the member, Member of Council or officer shall be his last address recorded on the books of the Society.

MINUTES OF COUNCIL AND EXECUTIVE COMMITTEES

36. The minutes of Council or the minutes of the executive committee shall not necessarily be available to the general membership of the Society but shall be available to the Council, each of whom shall receive a copy of such minutes.

VOTING MEMBERS

37. At all meetings of members of the Society, every question shall be determined by a majority of votes of the members present unless otherwise specifically provided by statute or by these bylaws.

FINANCIAL YEAR

38. Unless otherwise ordered by Council, the fiscal year-end of the Society shall be the thirty-first (31st) day of December.

COMMITTEES

39. The members of Council may appoint committees whose members will hold their offices at the will of Council.

AMENDMENT OF BYLAWS

40. The bylaws of the Society not embodied in the letters patent may be repealed or amended by bylaw enacted by a majority of Members of Council and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members of the Society in a mailed ballot among members, provided that the enactment, repeal or

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amendment of such bylaw shall not be enforced or acted upon, until the approval of the Minister of Consumer & Corporate Affairs has been obtained. The mailed ballot shall be conducted as follows: notification of any proposed changes in the Bylaw can be made only by the Rules Committee, a standing Committee of Council, which shall draft proposed changes in a form suitable for the members to vote yes or no on each question and forward the same to the Secretary before April 1 each year. The Secretary, on or before May 1, shall mail to all members the proposed changes in a form suitable for the members to vote yes or no on each proposed change. The votes on the proposed changes must reach the Secretary on or before June 1. The votes on the proposed changes shall be counted by the Election Committee as constituted in Bylaw 24.

AUDITORS

41. The members shall, at each annual meeting, appoint two (2) auditors to audit the accounts of the Society to hold office until the next annual meeting provided that the Members of Council may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by Council.

BOOKS AND RECORDS

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

RULES AND REGULATIONS

43. The Council may prescribe such rules and regulations not inconsistent with these bylaws relating to the management and operation of the Society as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting or the members of the Society when they shall be confirmed, and failing such confirmation of such annual meeting of members, shall at and from that time cease to have any force and effect.

INTERPRETATION

44. In these bylaws and in all other bylaws of the Society hereafter passed unless the context otherwise requires, words imparting the singular number of the

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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.