

**CHARTER
OF THE
TORONTO LOCAL SECTION
(the "Section")
OF THE
CHEMICAL INSTITUTE OF CANADA
(the "Corporation")**

1. Establishment

The Section has been established by the Board of Directors of the Corporation for Members of the Section who live in the counties of Ontario, York, Simcoe (six southern townships), Dufferin and Peel, as determined by the Board of Directors or a committee of the Board of Directors.

The Section shall be comprised of 5 or more Members of the Corporation in good standing and at least one member of the Section shall have a working familiarity with basic governance and accounting practices (or acquire such familiarity within a reasonable period after his or her appointment).

The Section is not an entity separate and apart from the Corporation, but a Section formed to carry out its purpose under the control of the Board, as determined by the Board or committee of the Board and in compliance with the Articles, By-laws and policies of the Corporation, as established from time to time.

The policies approved by the Board applicable to the Section shall be referred to as the "Toronto Local Section Charter" or "Charter". The Board may amend the Charter from time to time and shall provide a copy of the amendment to the Section within ten (10) days of being approved by the Board.

2. Purpose

The purpose of the CIC Toronto Section is the following:

- I. To further the interest of its members through vocation-related local activities;
- II. To support its members by providing career services and organizing networking activities;
- III. To liaise between industry, academia, government, and members of the Section;
- IV. To recruit new members and support the growth of the chemical profession in the local region;
- V. To advance public understanding and appreciation of the chemical sciences, technology, and engineering;
- VI. To support chemical education through awards and activities; and
- VII. To communicate its activities and progresses to its members and the public.

3. Appointment and Removal of Section Members

In accordance with the By-Laws of the Corporation, the Section and its members shall be established by the Board or a committee of the Board, and shall remain members until such member's resignation or removal. Any Section member, with cause, may be removed from the Section by a majority vote of the Board.

4. The Executive Committee

The members of the Section, by majority vote, shall designate a Chair, Vice-Chair, Secretary, and Treasurer. The offices of Secretary and Treasurer may be held by the same individual, as determined by the members. The Officers of the Section shall serve for a period of time as determined by the members.

The Chair shall set the agendas for and chair Section meetings. The Chair shall also be the chief manager of the Section and be responsible for implementing the purposes of the Section. The Chair shall act as one of three signing authorities to the Section accounts and is jointly responsible with the Vice-Chair for the organization of the Annual General Meeting.

The Vice-Chair shall assist the Chair in carrying out their duties, as required. The Vice-Chair shall chair Executive Meetings in the absence of the Chair. The Vice-Chair shall succeed the Chair, if the Chair leaves office before completing their term. The Vice-Chair shall act as one of three signing authorities to the Section accounts and is jointly responsible with the Chair for the organization of the Annual General Meeting.

The Secretary shall attend all Section meetings and record the minutes of such meetings. The Secretary shall also be responsible for delivering all notices and correspondence to Section members and the Corporation and keeping all of the books, paper, records and other documents of the Section.

The Treasurer shall be responsible for keeping proper accounting records, depositing and disbursing Section funds, and financial reporting to the Section and the Board of Directors of the Corporation. The Treasurer shall be required to deliver to the Corporation all accounting information and banking statements required to enable the Corporation's accountants/auditors to prepare the Corporation's financial statements. The Director of Finance of the Corporation will participate in any review or audit of the Section's accounting records with the accountant/auditor for the Corporation. The Treasurer shall act as one of three signing authorities to the Section accounts.

In addition to the offices of Chair, Vice-Chair, Treasurer, and Secretary, the Executive Committee and/or the Section members may choose to appoint the offices of Communications Officer, Internal Events Coordinators, Public Outreach Coordinators, Academic Liaison Officers, Industrial Liaison Officers, and Government Liaison Officers as part of their core Executive. The description of these roles is as follows.

The role of the Communications Officer is to communicate to the membership. The Communications Officer shall give notice to the membership of upcoming events and communicate to the membership of events that have happened. The Communications Officer shall update the Section newsletter and website, and establish an online presence through social media channels. The members of the Section, by majority vote, may designate up to 3 Communications Officers.

The Internal Events Coordinator shall be involved in planning and organizing at least one social and one professional activity in which the target attendees will be Section members. The Internal Events Coordinator ensures that all activities are publicized at least seven days prior to the event by way of email invitations and any other means deemed appropriate. The members of the Section, by majority vote, may designate up to 3 Internal Events Coordinators.

The Public Outreach Coordinator shall be involved in planning and organizing at least one public outreach activity in which target attendees will be members of the public. The Public Outreach Coordinator ensures

that all activities are publicized at least seven days prior to the event by way of email invitations and any other means deemed appropriate. The members of the Section, by majority vote, may designate up to 3 Public Outreach Coordinators.

The role of the Industrial Liaison Officer is to actively communicate between the Section and industry partners. The Industrial Liaison Officer shall actively recruit the participation of members from industry in the Section events and fundraise for Section activities via industry-related sponsorship. The members of the Section, by majority vote, may designate up to 3 Industrial Liaison Officers.

The role of the Academic Liaison Officer is to actively communicate between the Section and academic partners. The Academic Liaison Officer shall actively recruit the participation of members from academic institutions in Section events and fundraise for Section activities via academic-related sponsorship. The members of the Section, by majority vote, may designate up to 3 Academic Liaison Officers.

The role of the Government Liaison Officer is to actively communicate between the Section and members of local governments and, in collaboration with the Corporation, with the provincial and federal governments on matters of importance to Section members and in support of the Purpose of the Section. The members of the Section, by majority vote, may designate up to 3 Government Liaison Officers.

In addition to the Officers and Coordinators mentioned above, up to 3 Executives-at-Large may be designated by the members of the Section. These Executives-at-Large, together with the Section Officers and Coordinators and the Immediate-Past Chair, shall constitute the Executive Committee of the Section, which will have a maximum of 25 members.

The Executive Committee will meet regularly, normally once a month, throughout the year to conduct the business of the Section. Six (6) Executive members shall constitute a quorum.

Subject to the Charter of the Section, the Executive Committee shall have power to manage, operate, and direct the affairs of the Section between meetings of the Section. In the absence of both the Chair and Vice-Chair, the Immediate-Past Chair shall assume their duties and responsibilities. In the absence of the Secretary and/or Treasurer, the Vice-Chair shall assume their duties and responsibilities. Any vacancy occurring in the positions on the Executive Committee may be filled by appointment by the Executive Committee by majority vote on an Interim basis. The appointee shall serve until the next General Section meeting.

At any meeting of the Executive Committee, a notice-of-motion of non-confidence in an Executive Committee member may be given. Such notice-of-motion must include the reason for the charge which may be

1. failure to communicate with the Executive Committee or failure to participate in meetings for a significant period of time
2. failure to take on duties for a significant period of time or dereliction of duties, or
3. conduct detrimental to the Section and/or the Corporation.

The notice-of-motion of non-confidence must be signed by at least 5 members of the Executive Committee and must be communicated to the Executive Committee member in question no less than 10 calendar days before the meeting at which the motion is to be considered. Any member of the Executive Committee who is subject to a motion of non-confidence and who wishes to remain in office shall have the opportunity to appeal in person at the Executive Committee meeting at which the motion is to be considered, or may elect instead to respond in writing no less than 2 days prior to that Executive Committee meeting. A motion of

non-confidence shall be given effect by means of a two thirds majority vote of the members of the Executive Committee in attendance at the meeting during which the non-confidence motion is being considered. If a motion of non-confidence passes, the Executive member named in the motion shall be recalled and the vacancy may be filled with an Interim Executive appointment. A motion of non-confidence in the Chair, Vice-Chair, Secretary, or Treasurer must be considered by a General Meeting of the Section and requires a 2/3 majority of those present at the meeting in order to pass.

5. General Meetings of the Section

The Section shall meet at least once annually, or more frequently as circumstances require. Notice of a Section meeting must be given at least 7 days prior to the meeting. Meetings shall be held at such time and place as the Section Chair may determine, taking into account the requests of the members of the Section or, alternatively, on written requisition to the Section Chair of 25% of the members. Decisions at meetings of the Section members shall be made by a majority vote of the Section members present at the meeting. Twenty five (25) members shall constitute a quorum.

Any Section member may vote and otherwise participate in the meeting by means of a telephonic, electronic, or other means of communication made available by the Section that permits all participants to communicate adequately with each other during the meeting. A person participating in a meeting of members by such means is deemed to be present at the meeting.

As part of its goal to foster open communication, the Chair may periodically meet separately with the Executive Director of the Corporation or a Director of one of its Constituent Societies to discuss any matters that the Section considers appropriate to be brought before the Board without delay. In addition, the Section shall meet with the Executive Director of the Corporation or a Director one of its Constituent Societies annually to review the Section's financial statements, funding requirements and governance matters.

Meetings of the Section are open to all members of the Section, any Directors or Officers of the Corporation or its Constituent Societies, and any other persons that the Executive Committee deems appropriate to include in order to carry out its purposes and responsibilities.

6. Function

The following functions shall be the common recurring duties of the Section in carrying out its purposes. These duties should serve as a guide with the understanding that the Section may fulfill additional duties and adopt additional policies and procedures as may be appropriate in light of changing legislative, regulatory, legal, or other conditions.

- (a) The Section is empowered to study or investigate any matter of interest or concern which the Section deems appropriate for study or investigation by the Section.
- (b) The Section shall be given access to the Corporation's internal accounting staff, Board, Executive Director, and other staff as necessary to assist in fulfilling its duties.
- (c) While acting within the scope of its stated purpose, the Section shall remain under the direction of the Board and/or committee of the Board.
- (d) The Section shall comply with any directive given by the Board and perform any functions required to fulfill any directive or policy.
- (e) The Section shall also comply with and carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Section.

7. Use of Section Monies

The Section may raise monies to fund its operations and those monies, together with any monies received from the Corporation, shall be used to further the Section's purpose as the Section sees fit, provided they are in compliance with the Corporation's Articles, By-Laws, and Policies. In the event the Section retains monies far in excess of what is required to further its purpose without those monies being earmarked for upcoming projects or extraordinary expenses, and in the opinion of the Board retention of those monies may jeopardize the not-for-profit status of the Corporation, the Board shall be entitled to require the Section to spend down these excess monies in order to further the purposes of the Section. Should the Section fail to spend the excess monies in a reasonable time, the Board retains the right to transfer of such excess monies to the Corporation's account, and use the excess monies to further the purposes of the Section and/or the Corporation.

8. Section Banking

In addition to the signing authorities determined by the Section, the Board of the Corporation shall appoint two or more officers of the Corporation or officials employed in the Head Office of the Corporation who shall have full signing authority on the bank account of the Section. Other than at the request of the Section, the Board shall not issue cheques or withdraw monies from the Section's bank account unless, in the Board's absolute discretion, the use of the monies by the Section contravenes the Corporation's articles or by-laws or this Charter, jeopardizes the Corporation's not-for-profit status, is required to liquidate the Section's bank account after dissolution or suspension of its operations or is required by the Corporation in the event of financial exigency.

The Section shall not be permitted to borrow money.

9. Review and Reporting

The Corporation shall be entitled to review periodically, or at any time at the request of the Board, the financial accounting, activities and governance of the Section, and address and provide direction with respect to any matter that could have an impact on the Corporation.

The Section shall report regularly to the Board with respect to any issues that arise with respect to the quality or integrity of the Section's internal accounting functions, legal, or regulatory requirements and with respect to such other matters as are relevant to the Section carrying out its purposes.

The Section shall provide such recommendations to the Board as the Section may deem appropriate. The report to the Board may take the form of a written or oral report by the Section Chair or any other member of the Section designated by the Section to make such report.

10. Use of Intellectual Property of the Corporation

The Section shall be permitted to hold itself out as a Section of the Corporation and may use the Corporation's intellectual property, such as its name, trademarks, and logos, in connection with its purpose and in accordance with manner and form approved by the Board. The Section shall maintain the high

standard of quality associated with the Corporation's intellectual property. The Section shall cease to use any of the Corporation's intellectual property immediately upon notice from the Board.

11. Dissolution or Suspension of Section

If in the sole and absolute discretion of the Board, it is determined that the Section is no longer viable or that the Section is no longer carrying out its purposes in accordance with this Charter or the By-Laws of the Corporation, the Board shall have the power to suspend or dissolve the Section. The Board shall provide thirty (30) days notice of its intention to suspend or dissolve the Section and shall receive any written objections or submissions within such thirty (30) day period. Prior to suspension or dissolution, the Section Chair shall be permitted to present written submissions to the Board prior to the Board making a final decision to suspend or dissolve the Section. In the event that the Board does not receive any written submissions within such thirty (30) day period, the Board shall proceed with any decision to suspend or dissolve the Section. The decision of the Board shall be final. On termination, all use of the Corporation's name, trade-marks, and intellectual property shall immediately cease and all records, documentation, monies on account, and such other matters or documents as directed by the Board, shall be delivered to the Corporation.