

**THE CANADIAN PHYTOPATHOLOGICAL SOCIETY INC.  
LA SOCIÉTÉ CANADIENNE DE PHYTOPATHOLOGIE INC.**

**CONSTITUTION**

**ARTICLE I – Names and Objectives**

Section 1. - As prescribed in the Letters Patent of Incorporation, the Corporation shall be known as The Canadian Phytopathological Society Inc. - La Société canadienne de phytopathologie Inc., hereinafter referred to as the Society.

Section 2. - The objectives of the Society shall be to encourage and support research and education in plant pathology, to promote public awareness of the importance of plant diseases and of the socio-economic benefits of controlling them, and to act as a forum for discussion of policies and strategies affecting all aspects of research and education in plant pathology in Canada.

Section 3. - The Society shall be run without purpose of gain for its members, and any profits or other accretions to the Society shall be used in promoting its objectives.

**ARTICLE II – Head Office**

As prescribed in the Letters Patent of Incorporation, the head office of the Society shall be located at 1000 Kilkenny Drive in the City of Winnipeg in the Province of Manitoba, Canada.

**ARTICLE III – Governing Board**

Section 1. - The Society shall be managed by a Governing Board, hereinafter referred to as the Board. The Board shall be composed of the Officers, the Past-President, the Membership Secretary and a Junior and Senior Director.

Section 2. - The Board shall meet at least once each year. Meetings of the Board may be called by the President at his or her discretion, or by written request of a majority of the Board, and shall be held in Canada unless the members resolve otherwise. All Board members must be notified of Board Meetings at least fourteen (14) days in advance.

Section 3. - The Board shall have the power to fill any vacancy that occurs between Annual Meetings.

Section 4. - A majority of the Board shall constitute a quorum.

Section 5. - Each Board member present at a meeting shall have the right to exercise one vote.

## ARTICLE IV – Membership

Section 1. - All persons interested in the science or practice of plant pathology shall be eligible for membership.

Section 2. - Members may withdraw from the Society by a written resignation delivered to the Membership Secretary, but dues paid shall not be refunded.

Section 3. - Article IV Sec. 1 notwithstanding, members may be removed from the Society by majority vote at an Annual or Special Membership Meeting but dues paid shall not be refunded.

Section 4. - There shall be the following categories of members:

- a) Regular Member. Anyone interested in plant pathology may apply for regular membership.
- b) Student Member. Any person who is a full-time student pursuing a degree at a recognized college or university may apply for student membership.
- c) Emeritus Member. Any person who has been a member for ten (10) or more years may upon retirement apply to the Board for Emeritus status. Emeritus members shall receive the CPS News but shall not pay dues. They may receive the journal of the Society at student membership rates. Emeritus members must report to the Membership Secretary annually to retain their status.
- d) Fellow: A regular member who has rendered outstanding service to the Society and to the profession of plant pathology.
- e) Honorary Member: Any person, normally not a member of the Society, who has rendered eminent service to plant pathology.
- f) Sustaining Associate: An institution, business or individual making a contribution to the Society of an amount prescribed in the By-Laws.

Section 5. - Applications for regular and student membership must be endorsed by one member of the Society and must be approved by the Board. Applicants may be accepted into the Society at the Annual Meeting or by the Board in the interim.

Section 6. - Nominees for Honorary Members and Fellows shall be recommended to the Board by the Awards Committee and shall be elected by unanimous consent of the Board.

## ARTICLE V – Membership Fees

Section 1. - Each member shall pay such fees as are prescribed in the By-Laws.

## ARTICLE VI – Election of Board Members and Members of Standing Committees

Section 1. - The Vice-President shall be elected for a one-year term and normally will progress to President-Elect, President and Past-President. The Secretary and Treasurer shall be elected for staggered two-year terms and shall be eligible for nomination for additional terms. The Directors shall be elected for staggered two-year terms and shall be eligible for nomination for a second term.

Section 2. The Nominating committee shall submit a slate of nominees for Board Members and Standing Committees to the Secretary four months prior to the Annual Meeting. The Secretary shall notify all CPS members of the nominations made by the Nominating Committee by publication in

the CPS Newsletter that precedes the Annual Meeting.

Section 3. Nominations for any office may be made from the Society at large but notice of such nominations shall reach the Chair of the Nominations Committee or the Secretary by February 1st of the year of the election and be signed by not fewer than five members, including the person nominated.

Section 4. The Secretary shall prepare a ballot(s) listing the vacant position(s) and all valid nominees for the position(s) will be published in the CPS Newsletter by at least two months prior to the Annual Meeting. Ballots shall be returned to the Chair of the Nominations Committee by regular mail, facsimile or by email marked with the sender's name by six weeks prior to the Annual Meeting. Ballots shall be counted by a committee of three consisting of the Chair of the nominations Committee (as Chairperson) and two others (preferably CPS members) appointed by the Chair of the Nominations Committee. After the counting of the ballots is complete, the Chair of the Nominations Committee will submit the results of the ballot to the Secretary by three weeks prior to the Annual Meeting. The Secretary will cast a vote only to break a tie.

Section 5. - A member privileged to vote is any Regular, Student, Emeritus, Fellow or Honorary Member.

#### ARTICLE VII - Officers

Section 1. - The Officers of the Society shall be the President, the President-Elect, the Vice-President, the Secretary and the Treasurer. They shall constitute an Executive Council empowered to conduct the affairs of the Society between sessions of the Governing Board subject to ratification by the Board when it next meets.

Section 2. - The officers of the Society shall hold office from the end of one Annual meeting until the end of the next, and the directors and officers shall serve without remuneration. They and all other Board members may be removed before the completion of a normal term of office by a majority vote of an Annual or Special meeting of the voting members of the Society.

Section 3. - The officers of the Society and all Board members may withdraw at any time from their respective office by a written resignation delivered to the President of the Society.

Section 4. - The powers and duties of the officers of the Society and the other members of the Board shall be as described in the By-Laws.

Section 5. - Meetings of the Executive Council shall be held in conjunction with meetings of the Board and be subject to the same conditions as specified in Article III, Sections 2 and 4.

#### ARTICLE VIII - Corporate Seal and Certification of Documents

Section 1. - The Seal shall be the common seal of the Society by which all sealed instruments of the Society shall be attested under the hands of the signing officers. All contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Seal shall be in the custody of the Secretary.

Section 2. - The signatures of two officers of the Corporation, one of whom must be the President or the Secretary shall be required to certify that a particular document is a document of the Corporation.

#### ARTICLE IX – Meetings

Section 1. - A General Meeting of members of the Society shall be held annually, and shall be held in Canada unless the members resolve otherwise. Additional Special (general) meetings may be called by the Board at its discretion.

Section 2. - All members shall be notified in writing by the Secretary of the place, time and purpose of the Annual or any Special (general) meeting at least two weeks before the date of the meeting. Notice of Special business meetings must give sufficient information for a reasoned judgement.

Section 3. - All Regular, Student, Emeritus, Fellow and Honorary Members have voting privileges at any Annual or Special (general) meeting. No proxy voting shall be allowed. Each voting member is entitled to one vote.

Section 4. - A quorum at Annual or Special meetings shall be 25 members of the Society.

Section 5. - Special meetings of the Society may be called by members equalling 5% or more of the voting membership.

#### ARTICLE X – Committees

Section 1. - The terms of reference for Standing Committees shall be as determined by By-Law. Committee members shall serve without remuneration. They may be removed from Committees before the completion of their normal term of office by a majority vote of an annual or special meeting of members of the Society.

#### ARTICLE XI – Funds

Section 1. - The control of all funds received by the Society shall be vested with the Board.

Section 2. - The financial operation of the Society shall be audited by an auditor, which shall be a firm of certified accountants, appointed by the members of the Society at the Annual Meeting. The auditor's report shall be presented to the members.

Section 3. - The President, Treasurer and a member appointed by the Board will have signing authority as follows: the signatures of any two of the Treasurer, the President or the appointed member are required for disbursement of Society funds.

## ARTICLE XII – Publications

Section 1. - The Society shall authorize or sponsor publications by By-Law.

## ARTICLE XIII – Affiliation

Section 1. - The Society shall authorize its affiliation with any other society or organization by By-Law.

## ARTICLE XIV – Regional Groups and Representatives

Section 1. - Regional Groups of the Society may be established on approval by the Board and are responsible for appointing Regional Representatives to the Society.

Section 2. - The Board may appoint Regional Representatives in areas where no Regional Group exists.

## ARTICLE XV – Indemnity Provisions

Section 1. - Every Director 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/or their heirs, executors and administrators and estate and effects respectively, shall be indemnified and saved harmless out of the funds of the Society from and against: i) all costs, charges and expenses which such directors, officers or other persons sustained or incurred in or about any actions, suits or proceeding which is brought, commenced, or prosecuted against him or her or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office or in respect of any such liability, and ii) incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

## ARTICLE XVI – Amendment of the Constitution

Section 1. - This Constitution may be amended providing each amendment is approved by three-quarters of the members voting thereon and providing that at least fifty percent of all members have returned the ballots. Except where the Act requires a meeting, such vote shall be taken by mail ballot, following a notice of motion and discussion at an Annual or Special (general) Meeting called for that purpose. Copies of such notice of motion must be mailed by the Secretary to each member at least two weeks prior to the date of the Annual or Special Meeting. The Secretary shall send one ballot to each member privileged to vote. Ballots shall be returned to the Secretary in unmarked ballot envelopes enclosed in outer envelopes marked with the sender's name. Ballots shall be counted by a committee of three consisting of the Secretary (as Chairperson) and two members appointed by the Secretary. The Secretary will cast a vote only to break a tie.

Section 2. - The Constitution and the By-Laws shall be available in English and French versions. The English version is the document of record, and in case of dispute, the English version takes precedence.

Section 3. - No amendment, addition or deletion from the Constitution or the By-Laws not

embodied in the letters patent shall be enforced or acted on until it has received the approval of the Minister of Consumer and Corporate Affairs.

Section 4. - All amendments to the Constitution shall be published in the CPS News.

#### ARTICLE XVII – Dissolution

Section 1. - In the event of dissolution of the Society, all its remaining assets after payment of liabilities, shall be distributed to one or more recognized charitable organizations in Canada.

Addendum: In the preceding document all references to the singular are equal to the plural and all references to gender are meant to be gender neutral.

Amended February 23, 1989/December 11, 1991/January 1, 1994/March 26, 2006.