



The Management and Economics Society (MES)
of the Canadian Institute of Mining and
Metallurgy (CIM)

Terms of Reference

April 2022

Table of Contents

| | |
|---|----|
| 1.0 INTERPRETATION | 5 |
| 1.1 Official Abbreviation | 6 |
| 1.2 Fiscal Year..... | 7 |
| 2.0 HEAD OFFICE | 7 |
| 2.1 Institute Head Office..... | 7 |
| 3.0 JURISDICTION | 7 |
| 4.0 PURPOSE | 7 |
| 5.0 OBJECTIVES AND FINANCES | 8 |
| 5.1 CIM Objectives | 8 |
| 5.2 MES Objectives..... | 8 |
| 5.3 Finances | 9 |
| 6.0 MEMBERSHIP | 9 |
| 6.1 Eligibility for Membership..... | 9 |
| 6.2 Removal | 10 |
| 6.3 Membership Year..... | 10 |
| 7.0 OFFICERS | 10 |
| 7.1 Officers of the Executive Committee | 10 |
| 7.2 Eligibility | 11 |
| 7.3 Election of Directors..... | 11 |
| 7.4 Term of Office | 11 |
| 7.5 Selection of Officers | 11 |
| 7.6 Nomination of Directors | 12 |
| 7.6.1 Notice of Vacancies..... | 12 |
| 7.6.2 Nomination of Directors | 12 |
| 7.6.3 Nomination of Vice-Chair..... | 12 |
| 7.7 Removal or Vacation of Office | 12 |
| 7.8 Mid-Term Vacancies | 13 |
| 7.9 Meetings | 13 |
| 7.10 Notice of Meetings..... | 13 |
| 7.11 Meetings Without Notice..... | 13 |
| 7.12 Adjourned Meeting..... | 13 |
| 7.13 Quorum | 14 |
| 7.14 Voting and Approval of Resolutions..... | 14 |
| 7.14.1 Right to Vote | 14 |

| | |
|--|----|
| 7.14.2 Votes to Govern | 14 |
| 7.15 Remuneration of Officers and Directors | 14 |
| 7.16 Conflict of Interest | 14 |
| 8.0 POWERS OF OFFICERS AND DIRECTORS | 15 |
| 8.1 Powers of Individual Officers and Directors..... | 15 |
| 8.2 Officers and Directors' Accountability | 15 |
| 8.3 General and Specific Powers..... | 16 |
| 9.0 OFFICERS' AND DIRECTORS' DUTIES | 17 |
| 9.1 Chair | 17 |
| 9.2 Vice-Chair | 18 |
| 9.3 Past Chair | 18 |
| 9.4 Secretary | 18 |
| 9.5 Treasurer | 19 |
| 9.6 Directors without Office..... | 20 |
| 9.6.1 Director – MES Activity | 20 |
| 9.6.2 Director – Chapter Chair | 20 |
| 10.0 PROTECTION OF OFFICERS AND DIRECTORS | 21 |
| 10.1 Indemnification by Institute..... | 21 |
| 10.2 Indemnification of Directors and Officers..... | 21 |
| 10.3 Insurance..... | 21 |
| 10.4 Expenses..... | 21 |
| 11.0 EXECUTIVE COMMITTEE'S AUTHORITY AND APPLICATION OF POLICIES | 22 |
| 12.0 GENERAL PROVISIONS RELATED TO CHAPTERS AND COMMITTEES..... | 22 |
| 12.1 Chapters and Other Standing or Ad Hoc Committees | 22 |
| 12.2 Composition and Appointments | 22 |
| 12.3 Committee Chairs | 22 |
| 12.4 Committee Quorum | 23 |
| 12.5 Governance..... | 23 |
| 12.6 Regional Chapters | 23 |
| 12.7 Chapter Books and Records | 23 |
| 13.0 MEETINGS OF MEMBERS | 23 |
| 13.1 Annual General Meeting | 23 |
| 13.2 Special General Meeting | 24 |
| 13.3 Date, Notice and Agenda | 24 |
| 13.4 Register of Members Entitled to Notice | 24 |

| | |
|---|----|
| 13.5 Place of Meetings..... | 25 |
| 13.6 Chair and Secretary..... | 25 |
| 13.7 Quorum..... | 25 |
| 13.8 Right to Vote..... | 25 |
| 13.9 Votes to Govern..... | 25 |
| 13.10 Show of Hands..... | 25 |
| 13.11 Ballots..... | 26 |
| 14.0 NOTICE OF MEETINGS..... | 26 |
| 14.1 Regular..... | 26 |
| 14.2 Adjournments..... | 26 |
| 14.3 Transaction of Business..... | 26 |
| 15.0 ERRORS OR OMISSIONS IN NOTICE..... | 26 |
| 16.0 RULES OF PROCEDURE..... | 26 |
| 17.0 BOOKS AND RECORDS..... | 27 |
| 17.1 General..... | 27 |
| 17.2 Minutes..... | 27 |
| 18.0 AMENDMENT OF TERMS OF REFERENCE..... | 27 |
| 19.0 EDITING..... | 27 |
| 20.0 REPEAL OF PRIOR TERMS..... | 27 |
| 21.0 INSTITUTE DISSOLUTION..... | 27 |
| 22.0 SOCIETY DISSOLUTION..... | 28 |
| 23.0 EFFECTIVE DATE..... | 28 |

The Management and Economics Society
of the
Canadian Institute of Mining, Metallurgy and Petroleum

April 2022

A terms of reference generally relating to the CIM Society: “Management and Economics Society” and conduct of the Society’s affairs under the “Canadian Institute of Mining, Metallurgy and Petroleum” operating under the abbreviated name “CIM” or the “Institute”. The abbreviated name “MES” or “Society” shall refer to the “Management and Economics Society” of CIM.

WHEREAS the national and international office of the Management and Economics Society of CIM is situated in Toronto, in the Province of Ontario in Canada.

WHEREAS the Management and Economics Society is a constituent of the Institute, the “Canadian Institute of Mining, Metallurgy and Petroleum”. The national office of CIM is located in Montreal, Quebec.

BE IT ENACTED as these terms of reference for the *Management and Economics Society* as follows:

1.0 INTERPRETATION

In these terms of reference, and all other guidelines, policies and resolutions of MES and the Institute, unless the context requires otherwise:

The singular implies the plural.

The masculine shall mean the feminine and vice-versa.

‘Act’ means the Act to amend the “Act of The Canadian Institute of Mining and Metallurgy”, Statutes of Canada, 1990, C.54, as amended and any statute enacted in substitution therefore from time-to-time.

‘AGM’ means **Annual General Meeting** where necessary Society business is conducted including approval of Executive Officers.

‘Branch’ shall mean a Branch established by resolution of the Council to advance the objects of the Institute and embrace the Membership in any particular region, district or profession. MES Branch shall mean a Branch of MES established to advance the objects of MES and embrace the Members of MES in any particular region.

‘Committee’ shall denote a committee of MES as defined in these terms or established by resolution of Council.

‘Council’ or **‘CIM Council’** means the governing council of the Institute.

‘Director’ shall indicate a person elected or appointed to the governing body (commonly known as the Executive Committee) of MES; each director will have voting rights.

‘Director-at-Large’ shall mean a person appointed to the Executive Committee to bring particular expertise or representation not otherwise available on the Executive Committee. A Director-at-Large does not have voting rights.

‘District(s)’ means one or other or all of the geographical divisions designated by Council.

‘Employee’ shall mean a person in the paid employment of MES.

‘Executive Director’ shall mean the Executive Director of the CIM as defined in Part 10.8 of the Institute By-law.

‘Executive Committee’ or **‘Executive’** is a term used for the “Board of Directors” of MES. The Executive Committee is the governing body of MES.

‘Institute’ means the “Canadian Institute of Mining, Metallurgy and Petroleum” as incorporated under the Act and operating under its abbreviated name “CIM”.

‘Immediate Family’ means parent, spouse, common-law partner, son or daughter and brother or sister.

‘Member’ or **‘Membership’** means a Society Member as defined in Section 6.0 of this Terms of Reference.

‘Not-for-Profit corporation’ shall mean a corporation without share capital as defined under the Canada Corporations Act (1970, c. C-32) and any successor legislation.

‘Office’ shall mean **position and** not Officers on the Executive.

‘Officers’ shall mean the Officers of MES’s governing body or Executive.

‘Register’ shall mean the list of Members of MES.

‘Society’ shall mean a **‘Technical Society’** established by the CIM Council to advance the objects of the Institute within a particular mining, metallurgical or minerals industry, technical, professional or interest group, subject to such criteria as Council may from time to time approve.

1.1 Official Abbreviation

The official abbreviated name of the “Canadian Institute of Mining, Metallurgy and Petroleum” shall be “CIM”.

The official abbreviated name of the “Management and Economics Society” shall be “MES”.

1.2 Fiscal Year

The 'Fiscal or Financial Year' for the keeping and auditing of the financial accounts and records of MES shall begin on the first day of January of each calendar year and end on the last day of December of that year.

2.0 HEAD OFFICE

2.1 Institute Head Office

The head office of the Institute or National Office shall be in Montreal, Quebec, Canada, at such placetherein, or at such other place in Canada, as may from time to time be determined by the Council.

3.0 JURISDICTION

MES shall be governed by its Terms of Reference and by the Constitution and By-Laws of the Canadian Institute of Mining, Metallurgy and Petroleum in conformity with the laws of Canada. The MES Executive Committee may carry out its activities where it sees fit to best serve its MES members, both nationally, throughout Canada, and internationally.

MES was formed as the Mineral Economics Committee of the CIM in the early 1980s and became a CIM Technical Society in 1992 to provide a forum for CIM members active in the general area of mineral economics. In 2004, the Society's scope was expanded to embrace the interests of non-technical members of CIM and subsequently renamed the Management & Economics Society (MES).

4.0 PURPOSE

The general purpose of the Institute is to provide leadership in the mining, metallurgy and materials industries by promoting technical excellence and professional practice through programs of Member education, professional development, knowledge sharing, business networking, fellowship and public information.

Societies provide leadership to address the professional and technical needs of the Membership, working within the strategic vision of CIM. Every Society serves as an ambassador for the organisation's principles and Membership growth objectives. Societies help raise the profile and impact of the CIM's inspired value proposition: CIM – The community for leading industry expertise.

From: CIM Governance Policies: Districts, Societies and Branches:

"A society reaches broadly across the country with a specific focus on a particular profession or part of the industry. A society may have dedicated staff and facilities to manage its activities. From time to time, business units may hold conferences or symposiums that focus on topical issues in their respective fields and mandate.

CIM may, through a negotiated Memorandum of Understanding (MOU), enter an agreement with any society to establish a clear understanding with respect to unique aspects of the relationship

with that society that falls outside these or general CIM policies or requires exceptions to such policies. MOUs will require the approval of the CIM Council and the Executive of that society.”

5.0 OBJECTIVES AND FINANCES

5.1 CIM Objectives

The By-Laws of CIM state that:

“The Institute shall pursue the following objectives:

1. Promote the arts and sciences connected with the economical production of valuable minerals and metals.
2. Facilitate the exchange of knowledge and technology.
3. Take concerted action upon such matters as may affect the mining, metallurgy, and materials industries within Canada and the international interests of these industries.
4. Encourage and promote these industries.
5. Promote and recognise a high degree of professionalism and excellence in the production of minerals and metals and in the conduct of business affairs within these industries.
6. Promote fraternity and provide opportunities for networking within these industries.”

5.2 MES Objectives

1. The Management and Economics Society shall pursue the same objectives as CIM but with a specific focus on mineral economics and management.
2. In this regard:
 - a) From time to time, MES will hold conferences or symposiums that focus on topical mineral economics and management issues. MES may solicit, review, and arrange for the presentation and publication of current and relevant technical papers for each conference or symposium. Secondary electronic distribution of published papers may be considered.
 - b) MES supports the CIM Annual General Meeting Technical Program, as it fits with the theme(s) of the program by arranging the delivery of high-quality presentations of technical papers.
 - c) MES will endeavour to support the teaching of mineral economics at universities.
 - d) MES will endeavour to provide its members with other activities such as discussion group meetings, webinars, seminars, newsletters, publications, courses, workshops, tours, social/networking events, career panels, and student activities.

5.3 Finances

CIM sets out procedures for the solicitation or generation of revenues, expenditures, accounting, auditing, surplus and revenue retention and sharing by a Society. Revenue sharing by CIM and its respective Societies is done on a case by case basis and arranged through the Executive Director or his designate (usually the Director of Finance and Administration) of CIM.

All Society funds shall be deposited with CIM or the CIM Foundation to the credit of MES. MES typically generates revenues through:

- Fees for conferences, symposiums, events and activities;
- Sponsorships of conferences, symposiums, events and other activities;
- Interest income from investments; and
- Revenue sharing is provided by CIM for special events, such as the CIM Conference and Exhibition.

All cheques, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the MES or subsections shall be signed or authorised by any two Officers, where one Officer must either be the current Chair or Treasurer of MES.

MES typically has the following types of expenses:

- Operational costs of the Executive, committee, chapter, and members' meetings;
- Costs of hosting conferences, symposia, events and providing other activities; and
- Costs associated with supporting education in mineral economics;

Financial disbursements over a specific amount, to be set by the Executive Committee, shall be considered "special disbursements" and shall be approved in advance by the Executive Committee.

No loans shall be made by MES to its Officers or Society members.

While Societies are required to be not-for-profit over the long term, the MES Executive Committee is expected to set aside sufficient monies for a lean year(s).

6.0 MEMBERSHIP

There shall be one class of members in MES.

6.1 Eligibility for Membership

Membership in MES is open to any natural person, corporation, or at the discretion of the Executive, any entity that meets the following criteria:

- a) An "MES Member" is a CIM Member as a result of the One Membership policy passed in 2007 by Council;
- b) Applies for Membership selecting "MES" as their first selection on the CIM registration form or other method and process as approved by the Executive Committee; and

- c) Has, in the opinion of the Executive Committee, a genuine interest in furthering the objectives of MES and the Institute as a whole.

MES is comprised of Members from areas of professional endeavour including, but not limited to: academics, geology, engineering, metallurgy, environmental, law, accounting, taxation, banking, finance, consultancy, human resources, social development, and insurance, as well as, anyone involved in the business and management of mining in all its forms (including oil sands). MES Guests are individuals who attend or participate in the Society's events and activities or have expressed an interest in doing so but are not yet Members.

The Chair of an MES Chapter or Committee must be a natural person and a Member.

6.2 Removal

Upon thirty days' notice in writing to a Member of MES, a Member may be required to resign by a vote of two-thirds of the Executive Committee present, and voting in a meeting duly called for the purpose. The MES Member must first be allowed to be heard. Any Member that is so removed shall cease to be a Member of MES so long as the circumstances resulting in the removal prevail.

6.3 Membership Year

As defined by the Institute's by-laws.

7.0 OFFICERS AND DIRECTORS

7.1 Officers of the Executive Committee

The Executive Committee shall be comprised of the elected Directors and no more than two appointed professionals. An appointed professional may only serve as Secretary or Treasurer. The Officers of the Executive Committee shall be:

- Chair
- Past Chair
- Vice-Chair
- Treasurer
- Secretary

The Executive shall consist of no less than five (5) and no more than fifteen (15) MES members.

A Director may hold more than one office on the Executive Committee. Each director is expected to lead or participate in at least one MES activity, MES Chapter, Standing Committee or Ad-hoc Committee.

The Board of Directors will appoint one Director to represent MES on Council for a two- (2) year term. Historically, the Chair has been appointed.

Section 8.5.4 - Appointment of Directors by Societies, CIM By-Law #1

Each 'Society' shall be entitled to appoint a Director to Council from among its members by such process as may be determined by the Society Executive Committee and shall fill any vacancy that may occur in such appointment for the duration of the term of office of the Director whose position has become vacant. The Society shall, in making such appointments, take into consideration the credentials of potential candidates assessed against preferred criteria for Directors and the requirements of the office, as may be approved by Council.

7.2 Eligibility

Any natural person is eligible to be an MES Director who meets the eligibility requirements for Membership in the Institute and MES as set out in the Membership provisions and:

- a) Is at least eighteen (18) years of age or is otherwise competent to enter legally binding contracts under the laws of Canada or its provinces and territories; and
- b) Is not or in an undischarged bankruptcy.

7.3 Election of Directors

Directors will be elected for vacant positions at the annual general meeting two (2) months before the CIM AGM.

7.4 Term of Office

Officers shall, unless otherwise provided in the terms of reference, hold office for a two (2) year renewable term, as determined by MES. The terms of which shall be staggered with approximately half of the Officers elected at each Spring Executive Committee meeting. An Officer shall hold office until his successor is appointed or his term expires, or he is otherwise removed from office.

7.5 Selection of Officers

The Executive Committee will elect the incoming Vice-Chair at every second annual general meeting. The Vice-Chair shall serve a term of two (2) years; succeeded by a term of two (2) years as Chair and then a two (2) year term as Past Chair. If the Past Chair of MES is not available, a former Past Chair in good standing will assume the Office.

If the Secretary or Treasurer are not elected from the members, the Executive Committee shall appoint a Treasurer and/or Secretary from the Directors or Directors-at-Large at the first Executive meeting following the annual meeting of Members.

7.6 Nomination of Directors, Vice-Chair and Chair

Nominations for the vacant director's positions and shall be submitted in writing to the Past Chair or a designate drawn from the Executive Committee or the Committee responsible for nominations by December 31st of each year.

7.6.1 Notice of Vacancies

Not later than **October of each year**, the Secretary shall publish a notice of the director positions falling vacant at the next annual general meeting and shall call for nominations. This may be done through the medium of Society and Institute publications and electronic communications media.

7.6.2 Nomination of Directors

Nominations for directors shall be made by the Members following the instructions supplied in the notice. Interested Members may self-nominate themselves. All nominations need the support of at least two Members.

7.6.3 Nomination of Vice-Chair and Chair

The process for nomination of a Vice-Chair shall be overseen by the Past Chair or a designate drawn from the Executive Committee. The procedure shall commence as soon as practicable after October 1st in the year before the election and must be completed on or before January 31st of the year of the election. If there is no Vice-Chair to replace the current Chair at the end of his term, the process for nomination of a Chair will be identical to the process for the nomination of a Vice-Chair.

Summary of the nomination process:

- a) The Chair of the Executive will request each Director to submit the name of one or more Members of MES as a candidate for the office of Vice-Chair for the ensuing year.
- b) The Executive Committee shall choose its nomination by majority vote and report its choice in writing to the Secretary on or before January 31st of the election year.

7.7 Removal or Vacation of Office

A Director, Officer or Chair of an MES Chapter or Committee shall automatically cease to hold office if:

- a) A resolution calling for his removal is passed by a two-thirds (2/3) majority of the Executive Committee present and voting at a meeting duly called for that purpose;
- b) He dies;
- c) He sends or delivers a written resignation (hard copy or electronic copy) to the Secretary of MES;
- d) He otherwise ceases to be eligible as a Member under the terms of the Membership Terms of Reference and Institute's By-laws; or

- e) He fails to attend four (4) successive meetings of the Executive Committee (Director or Officer), Chapter (Chapter Chair) or Committee (Committee Chair) unless the Officer or Director has been specifically excused by resolution of the Officers and Directors-at-Large.

7.8 Mid-Term Vacancies

The Executive Committee will expediently appoint a replacement for a vacant office to serve for the remainder of the term of that position.

7.9 Meetings

The Executive Committee shall meet no fewer than **six (6) times regularly each year**. The Executive Committee may use teleconferencing or other electronic means as an alternative to meetings in person. Society Members, by invitation of a Director, may attend regular meetings of the Executive Committee to facilitate communication.

7.10 Notice of Meetings

Notice of the time and place of each meeting of the Executive shall be provided by the Chair, or Vice-Chair in the absence of the Chair, to each Director not less than fourteen (14) days before the time that the meeting is to be held. Notice may be given by mail, telephone or other electronic means of communication. Notice of a meeting of the Executive need not specify the purpose of, or the business to be transacted at, the meeting except where the Act or these terms of reference requires such purpose or business to be specified, including a proposal to fill a vacancy among the Executive; remove an Officer, Member-at-Large; approve any annual financial statements; or adopt, amend or repeal terms of reference provisions.

7.11 Meetings Without Notice

A meeting of the Executive may be held without notice at any time and place permitted by the Act or statutes governing the conduct of a not-for-profit corporation (a) if all the Directors entitled to vote are either present, or (b) if those not present consent to such meeting being held. At such a meeting, any business may be transacted which MES may transact.

7.12 Adjourned Meeting

Notice of an adjourned meeting of the Executive Committee is not required if the time and place of the adjourned meeting is announced at the original meeting, provided that the adjourned meeting is held within thirty (30) days of the time specified for the meeting that is being adjourned and that those not present at the initial meeting will be served with proper notice of the adjourned meeting.

7.13 Quorum

A quorum for a regular meeting of the Executive shall be a majority of the Directors entitled to vote two-thirds (2/3) or fifty-one (51) percent.

7.14 Voting and Approval of Resolutions

7.14.1 Right to Vote

Every Director shall have the right to exercise one (1) vote. A Director-at-Large does not have a vote.

7.14.2 Votes to Govern

Resolutions of the Executive Committee shall be adopted by consensus, defined as general acceptance by all Directors present and eligible to vote. Where, in the sole judgment of the Chair, a consensus cannot be achieved, the Chair shall call a vote and the resolution shall be adopted if a majority of the Directors present a vote in favour of the resolution, provided that a quorum remains present.

Note: Only Directors are entitled to vote. Officers are only authorised to vote if they are also a Director.

Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the Chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact, without evidence of the number or proportion of the votes recorded in favour of or against the resolution.

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Executive Committee, is as valid as if it had been passed at a meeting of Directors.

No proxies shall be allowed for meetings of the Executive or its committees. Written submissions from a Director who is not present may be entered into the Executive's discussion. A Director who cannot be present in person may participate by telephone or other electronic means.

7.15 Remuneration of Officers and Directors

The Officers and Directors shall receive no remuneration of any kind for acting as such, and no Officer or Director shall directly or indirectly receive any profit from his position. Officers or Directors may be reimbursed for reasonable expenses incurred, including attendance at meetings, subject to written pre-approval from the MES Executive Committee.

7.16 Conflict of Interest

Where a Director, Officer or Chair of an MES Chapter or Committee, either on his behalf or while acting for, by, with or through another, has any pecuniary or personal interest, directly or indirectly, in any material contract or material transaction or other matter, or otherwise has a conflict of interest, he:

- a) Shall disclose his interest fully in writing to the Chair of MES or at a meeting of the Directors or Executive Committee in which the disclosure is entered into the minutes of the meeting.
- b) Shall disclose his interest and the general nature thereof prior to any consideration of the matter in the meeting.
- c) Shall withdraw from the meeting and shall not take part in the discussion of or vote on any question in respect of the matter. Any such withdrawal shall not affect the quorum for that part of the meeting.
- d) Shall not in any way whether before, after or during the meeting, influence the voting on any such question.

The pecuniary or personal interest, direct or indirect, of an Immediate Family Member shall, if known to the Director, Officer or Chair of an MES Chapter or Committee, be deemed to be also the pecuniary interest of the Director, Officer or Chair of an MES Chapter or Committee. Every declaration of interest and the general nature thereof shall be recorded in the meeting minutes.

8.0 POWERS OF OFFICERS AND DIRECTORS

Every Officer and Director of MES shall exercise the powers and discharge the duties of his office honestly, in good faith and in the best interests of MES, and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

8.1 Powers of Individual Officers and Directors

No individual Officer or Director shall have any authority to act on behalf of the Executive or CIM with respect to agents or Employees of MES, or the transaction of the affairs of MES, except as provided in these terms of reference or by resolution of the Executive.

8.2 Officers and Directors' Accountability

The Executive Committee and its individual Officers and Directors represent the Membership of MES and are directly accountable to said Membership. They also have a fiduciary duty to those who provide funds to MES and to its volunteers and/or staff for the sound administration of MES. In addition, they have a general duty of trust to those served by the Institute and to the general public.

Every Officer and Director of MES shall exercise the powers and discharge the duties of his office honestly, in good faith and in the best interests of MES, and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

8.3 General and Specific Powers

The Officers and Directors, acting together in their capacity as an Executive Committee, shall carry on the business of MES and promote the objectives of MES and the Institute, and shall have the authority to exercise any of the powers prescribed by these terms or by any other statutes or laws from time-to-time applicable, except where such power is contrary to the Institution and its statutes or common law regarding not-for-profit corporations or charities and, without limiting the generality of the foregoing.

However, the Institute shall have the following powers in relation to MES, as per Institute By-law #1.

Section 9.3.1- Power to Establish Societies, Districts, Branches and Special Committees, CIM By-Law #1:

- a) To make such arrangements, from time to time, as it may seem desirable for the formation and maintenance of technical Societies, Districts, Branches or Special Interest Committees of the Institute to embrace the Membership in any particular region, district or profession.
- b) To establish such regulations as may be deemed advisable for the governance of the Societies, Districts, Branches and Special Interest Committees. At its discretion, Council may grant financial aid to such Societies, Districts, Branches or Special Interest Committees in the manner and to the extent, it may deem necessary or desirable. All Officers of the Societies, Districts and Branches must be Members of CIM.
- c) To protect the image of the Institute at all times, the design and use of its crest, letterheads and identity in any way shall be the responsibility of Council. All Members, Societies, Districts, Branches and Committees shall adhere to a common identity in the design of symbols which highlight the association with CIM.
- d) To disband any Society, District, Branch or Special Interest Committee that fails to function satisfactorily or to comply with the rules laid down for its operation or for any other good cause. In the event of disbandment, any funds remaining to the credit of such Society, District, Branch or Special Interest Committee shall be transferred to the Institute.

The MES Executive shall have the following powers with respect to:

Section 9.3.2 - Power to Regulate Finances, CIM By-Law #1:

- a) To set out procedures for the solicitation or generation of revenues, expenditures, accounting, surplus and revenue retention and sharing by Societies, Districts, Branches and Special Interest Committees. Each Society, District, Branch, or Special Interest Committee of the Institute shall annually, at the end of each calendar year, report by means of a prescribed form provided by the National Office all income and expenses for the year, and cash balance, including all securities held, and a list of all Members and affiliate Members.
- b) To make such policies regulating the amount of surplus funds that a Society or Branch may accumulate and the allocation of such surplus funds as it deems to be in the best overall interests of CIM.

Section 9.3.12 - Power to Make Policies, Rules, and Regulations, CIM By-Law #1:

To establish, by resolution, rules, regulations and policies, not inconsistent with the Institute By-law, relating to the efficient governance, management and operation of the Institute.

Section 9.6 - Banking Arrangements, CIM By-Law #1:

The Institute shall deal with whichever banks, trust companies or other organisations the Council may, by resolution, determine. The Council shall, by resolution, designate those Officers and other persons authorised to transact the banking business, or any part thereof, of the Institute with the banks, trust companies, or other financial depositories carrying on a banking business that the Council has designated as the Institute's bankers. Any two (2) of those Officers, Directors or other persons so designated shall have the authority set out in the resolution including, unless otherwise restricted, the power to:

- a) Manage and operate the Institute's accounts with the bankers.
- b) Make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange or orders for the payment of money of the Institute.
- c) Issue receipts for and orders relating to any property of the Institute.
- d) Execute any agreement relating to any banking business and defining the rights and powers of the parties thereto.
- e) Authorise any Officer of the banker to do any act or thing on behalf of the Institute to facilitate its banking business.

9.0 OFFICERS' AND DIRECTORS' DUTIES

9.1 Chair

The Chair must be a Director of MES.

The Chair shall, along with the Executive, generally oversee and supervise the governance of MES.

Specific responsibilities of the Chair include, but are not limited to:

- a) Chairing, when present, all meetings of MES and of the Executive Committee.
- b) Managing and overseeing the work of MES and its committees.
- c) Signing all documents requiring his signature, including minutes, terms of reference, Society Manual and special resolutions and/or letters to Members and/or contacts, including corporate sponsors.
- d) Serving, ex officio, as a Member of all committees of the Executive and attending such meetings at his discretion or upon the invitation of the committee.
- e) Representing the Executive within MES and publicly.
- f) Attending the annual CIM National Conference and Annual General Meeting.
- g) Unless otherwise decided by the Executive Committee, shall serve as the Director of CIM Council representing the constituents of MES:

Section 8.5.4 - Appointment of Directors by Societies, CIM By-Law #1

Each 'Society' shall be entitled to appoint a Director to Council from among its members by such process as may be determined by the Society Executive Committee and shall fill any vacancy that may occur in such appointment for the duration of the term of office of the Director whose position has become vacant. The Society shall, in making such appointments, take into consideration the credentials of potential candidates assessed against preferred criteria for Directors and the requirements of the office, as may be approved by Council.

- h) Such other duties as may from time to time be prescribed by resolution of the Executive or Council that are otherwise incidental to this office, such as greeting speakers and introducing head table at Society events, and so forth.

9.2 Vice-Chair

The Vice-Chair must be a Director of MES.

The Vice-Chair shall, in the absence of the Chair, preside over meetings of MES and of the Executive Committee and otherwise exercise all the powers and duties of the Chair. The Vice-Chair shall have such other duties as the Executive Committee may, by resolution, assign. The Executive, in the absence of the Chair, Vice-Chair and Past Chair, may appoint from among its numbers, an acting chairperson.

9.3 Past Chair

The Past Chair must be a Director of MES.

The Past Chair shall chair the Nominating Committee for the Executive. Every second year the Committee must elect an incoming Vice-Chair and replace all outgoing Executive and Committee positions.

The Past Chair will counsel the Chair and Vice-Chair to work in favour of the growth and continuity of MES.

The Past Chair shall have such duties assigned by the Executive from time to time.

9.4 Secretary

The Secretary may be a Director or an appointed professional.

The Secretary, unless some other Officer or agent has been appointed for any of these purposes, shall perform or ensure the performance of all secretarial functions for the Executive Committee including, but not limited to:

- a) Giving of all notices required to be given to Members, Directors and other persons;

- b) Keeping, or causing to be kept, a correct record of the proceedings and transactions of all meetings of the Members, the Board and its Executive Committee, and signing of minutes;
- c) Serving as the custodian, and ensuring the safe-keeping, of all books, papers, records, correspondence, documents and instruments belonging to MES, including Membership and contact databases;
- d) May be required to carry out the duties of the Treasurer if one is not appointed; and
- e) Such other duties may, from time to time, be assigned by resolution of the Executive Committee.

The Treasurer or another Officer, as determined by the Executive, shall carry out the duties of the Secretary if one is not otherwise appointed.

9.5 Treasurer

The Treasurer may be a Director or an appointed professional.

The finances of a Society are directly managed by the Treasurer, overseen by the Officers of the Executive, who shall co-operate with the Director of Finance and Administration at the National CIM Office /or the management of the Institute to ensure the proper transaction of MES's financial affairs, including but not limited to:

- a) Keeping, or ensuring the keeping of, full and accurate records of financial transactions of MES including accounts of all receipts and disbursements of MES in proper books of account, together with such additional information as is regularly required to prepare monthly, quarterly and annual reports in accordance with the laws applicable to MES and Institute;
- b) Depositing, or ensuring the deposit of, all monies or other valuable effects in the name and to the credit of MES in such banks, trust companies or other financial depositories as from time to time designated by the Executive Committee;
- c) Disbursing or ensuring the disbursement of the funds of MES necessary to the proper transaction of its affairs and taking proper vouchers therefore in accordance with the direction and policies of the Executive Committee;
- d) Accounting, or ensuring an accounting, to MES for all financial transactions and the financial position of MES;
- e) Make recommendations and ensure that a financial statement (including Chapter's) is prepared and presented at each annual meeting;
- f) May be required to carry out the duties of the Secretary if one is not appointed; and
- g) Such other duties as may, from time to time, be assigned by resolution of the Executive or Institute. Examples:
 - i. The Executive may ask the Treasurer to send invoices and receipts for sponsorship monies and keep track of funds received at each event to track cash flow; and
 - ii. Advise the Director of Finance and Administration at the CIM Office of Government or Harmonized or Quebec Sales Tax collected at regional events.

9.6 Directors without Office

Directors on the Executive Committee must hold an active position in at least one of the following categories:

- Lead an MES Activity,
- Participate on a Standing or Ad-hoc Committee, or
- Chair an MES Chapter.

Directors shall perform other duties as may, from time to time, be assigned by resolution of the Executive.

9.6.1 Director – MES Activity

Typical activities that Directors may lead, include but are not limited to:

- Peer Review / Publication Person (CIM liaison)
- Student Activities / Education
- A Technical Program (responsible for symposia or AGM Technical Sessions)
- Communications (CIM and press liaison)
- Awards

9.6.2 Director – Chapter Chair

The Chapter Chair has the overall responsibility to ensure that the Chapter supports the MES activities and represents the Chapter's interests in MES. Within this framework, the following specific tasks exist:

- Organise and chair Chapter Committee and Member Meetings.
- Facilitate the organisation of events and activities under the jurisdiction of the Chapter.
- Submit quarterly reports on the Chapter's Activities and Finances or as prescribed by the MES Executive Committee. The reports shall include minutes of the proceedings of the Chapter's Executive Committee and any committee having any of the authority of the Chapter's Executive Committee.
- Submit a record of the names and addresses of the Chapter's Executive Committee members.
- Recruit new Chapter Committee Members to ensure a solid leadership and succession.

10.0 PROTECTION OF OFFICERS AND DIRECTORS

10.1 Indemnification by Institute

Except in respect of an action by or on behalf of the Institute or the corporate body hereafter mentioned to procure a judgment in its favour, the Institute shall indemnify a Director, elected Officer and the Members of all Committees of the Institute, a former Director or Officer of the Institute or a person who acts or acted at the Institute's request as a Director or Officer of a body corporate of which the Institute is or was a shareholder or creditor, and each such person's heirs and legal representatives, against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by any such person in respect of any civil, criminal or administrative action or proceeding to which any such person is made a party by reason of being or having been a Director or Officer of the Institute or such body corporate, provided that:

- a) Such a person acted honestly and in good faith with a view to the best interests of the Institute.
- b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, such a person had reasonable grounds for believing that his conduct was lawful.

10.2 Indemnification of Directors and Officers

The Institute, with the approval of the Council, may indemnify any person referred to in Section 11.1 of the CIM By-Laws #1 who has been made a party to any civil, criminal or administrative action or proceeding by reason of being or having been a Director or elected Officer against all costs, charges and expenses reasonably incurred by such person in respect of defence of such action or proceeding provided that such person fulfils the conditions in paragraphs (a) and (b) of Section 11.1 of the CIM By-Laws #1.

10.3 Insurance

Section 11.3 – Insurance, CIM By-Law #1

The Institute shall purchase and maintain insurance for the benefit of any person referred to in Section 11.1 of the CIM By-Laws #1 hereof against any liability incurred by such person:

- a) In the capacity as a Director, elected Officer or Member of any Committee of the Institute, except where the liability relates to such person's failure to act honestly and in good faith with a view to the best interests of the Institute, or
- b) In the capacity as a Director or elected Officer of another body corporate where any such person acts or acted in that capacity at the Institute's request, except where the liability relates to such person's failure to act honestly and in good faith with a view to the best interests of the body corporate.

10.4 Expenses

The Directors, elected Officers and Members of all Committees of MES, unless otherwise prescribed by the Executive, shall serve without remuneration. However, they may be reimbursed, according to criteria established by the Executive Committee, for their out-of-pocket expenses incurred in attending meetings.

11.0 EXECUTIVE COMMITTEE’S AUTHORITY AND APPLICATION OF POLICIES

The following list is intended only as an indicator of some of the decisions an Executive Committee may be called upon to make:

- Offering amendments to this document and other MES Manuals;
- Approving the programming of meetings for the coming year;
- Appropriating funds from MES treasury for special projects authorised by MES Membership, such as scholarships, student visits, and so forth;
- Approving award selections submitted by the awards committee;
- Cooperating and maintaining close liaison with the Branches, District Vice-Presidents, National Committees and National Office;
- Careful determination of all MES policies and actions; and
- Appointment of signing Officers for MES accounts.

The Executive Committee, through the MES Chair, must submit an annual report on its activities and finances to CIM Council and the CIM Executive Director.

12.0 GENERAL PROVISIONS RELATED TO CHAPTERS AND COMMITTEES

12.1 Chapters and Other Standing or Ad Hoc Committees

The Executive may, from time to time, by resolution, establish Chapters or other standing or ad hoc committees with such duties and powers as it deems to be in the interest of MES. Any chapters or committee so established shall consider such matters as are referred to it by the Executive, shall keep a record of its activities and recommendations, and shall report to the Executive at such intervals as required by the Executive.

12.2 Composition and Appointments

The Executive may appoint committee members who are not Directors, provided that at least one Director will maintain a close liaison with each committee. The Executive may, by resolution, remove a committee Member and shall fill, by appointment, the vacancy created by such a removal.

12.3 Committee Chairs

Committee Chairs are not required to be Directors. They will report to the Executive Committee directly or through a Committee liaison.

12.4 Committee Quorum

Except as otherwise provided in these terms of reference for any committee, provided such terms of reference are consistent with these terms of reference, the quorum for a committee meeting shall be forty (40) percent of the committee members. If there are five (5) or fewer members of any committee, the quorum for such committee shall be two (2) members.

12.5 Governance

Each Chapter, Committee or Task Force may adopt policies and procedures for its meetings and activities consistent with the CIM Bylaw #1, MES Terms of Reference, or MES policies and procedures.

12.6 Regional Chapters

The Executive Committee may create and appoint members to Chapters as appropriate.

A Chapter shall enter into a Memorandum of Understanding (MOU) with the Society as part of its overall governance requirements and shall have the power and duties designated by the Executive Committee as defined in the MOU. The MOU is subject to and governed by the MES Terms of Reference.

12.7 Chapter Books and Records

A Chapter shall keep the following minimum books and records:

- a) correct and complete books and records of account;
- b) minutes of the proceedings of the Chapter's Executive Committee and any committee having any of the authority of the Chapter's Executive Committee; and
- c) a record of the names and addresses of the Chapter's Executive Committee members entitled to vote.

Regular submission of all books and records of the Chapter may be inspected by the MES Executive Committee.

13.0 MEETINGS OF MEMBERS

13.1 Annual General Meeting

The annual general meeting of MES shall be held within fifteen (15) months of the last preceding annual meeting at such date, time and place within the territorial jurisdiction of the Institute as determined by the Executive for the purpose of:

- a) Considering and approving the minutes of the previous annual meeting and any special general meeting that may have been held since the last annual meeting;
- b) Receiving and considering the audited financial statements for the preceding fiscal year;

- c) Receiving and considering such other reports and statements as are required by the Act and any other statutes governing the affairs of a not-for-profit corporation; and
- d) Transacting any other business properly brought before the meeting.

Note: the auditor is selected at the CIM Annual General Meeting.

13.2 Special General Meeting

The Secretary shall call a special general meeting of the Membership at the request of the MES Executive or upon receiving a written request signed by ten (10) Directors or one hundred (100) Members of the Institute, specifying the nature and urgency of the business to be transacted, and no other business shall be considered at such meeting. Such meeting shall be scheduled within two (2) months of receipt of the request at a date, time and place within the territorial jurisdiction of the Institute as determined by the Executive Committee on advice of the Secretary.

13.3 Date, Notice and Agenda

The Executive Committee shall decide upon the place and date of the annual general meeting at least six (6) months prior to the day upon which the annual general meeting is to convene and shall accordingly provide a general advisory to the Members at least two (2) months prior to the convening of such meeting. Specific notice for any meeting of the Membership shall be given at least forty-five (45) days in advance of the date of the meeting and shall include the date, time, place, agenda, and general nature of business to be transacted. Such notice shall be provided to each Director, to the auditor, and to each Member, provided that the notice to Members may be made by print or electronic publication or communication. Only business on the agenda or related thereto shall be transacted at such meeting unless:

- a) A notice of motion to place an item on the agenda shall have been delivered to the Secretary at least twenty (20) days prior to such meeting; or
- b) Subject to the Act, the notice provision is waived by a two-thirds (2/3) majority vote of those present and entitled to vote at such meeting.

Notice of any meeting of Members where special business will be transacted shall state the nature of such business in sufficient detail to permit the Member to form a reasoned judgment and shall state the text of any special resolution to be submitted to the meeting.

13.4 Register of Members Entitled to Notice

For every meeting of Members, the CIM National Office shall prepare a register of Members entitled to receive notice of the meeting. The register shall be available for examination by any Member during usual business hours at the registered office of the Institute and at the meeting for which the register was prepared. Only those Members entered in the register of Members as of the day prior to the day on which notice of the meeting is given, are entitled to receive notice.

13.5 Place of Meetings

Meetings of Members shall be held at any place agreed by the Executive.

13.6 Chair and Secretary

The Chair of any meeting of the Membership shall be the Chair, or in the Chair's absence, the Vice-Chair. If none of these is present within thirty (30) minutes from the time fixed for holding the meeting, the Members present and entitled to vote shall choose one of their members present to be Chairperson. If the Secretary of the Executive is absent, the Chairperson shall appoint a Member to act as Secretary of the meeting.

13.7 Quorum

A quorum for the transaction of business at any meeting of Members shall be permitted if twenty (20) percent or more of the Members are in attendance. No business shall be transacted at any Members' meeting unless the requisite quorum is present at the commencement of such business. If a quorum is present at the opening of any meeting of Members, the Members present may proceed with the meeting even if a quorum is not present in the meeting room throughout the meeting.

If a quorum is not present within one (1) hour after the time appointed for the meeting of Members the meeting shall be dissolved and new notices shall be sent for the time, place and business of the rescheduled meeting.

13.8 Right to Vote

Every Member entitled to notice shall have the right to exercise one vote.

13.9 Votes to Govern

At any meeting of Members, every question shall, unless otherwise provided by the Act or these terms of reference, be determined by a majority of votes. In case of an equality of votes, the Chair of the meeting shall be entitled to cast a second and deciding vote.

13.10 Show of Hands

Any question at a meeting of Members shall be decided by a show of hands or by electronic polling. Whenever a vote by show of hands or the electronic equivalent is taken, a declaration by the Chair of the meeting that the vote has been carried or not carried and an entry in the minutes of the meeting to that effect shall be sufficient proof of the result.

13.11 Ballots

On any question proposed for consideration at a meeting of Members, and whether or not a show of hands or the electronic equivalent has been taken, the Chair may require a ballot. Alternatively, any person who is present and entitled to vote on the question at the meeting may demand a ballot. A ballot so required or demanded shall be taken in whatever manner the Chairperson directs. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

14.0 NOTICE OF MEETINGS

14.1 Regular

Any notice to be given to an Officer, Director, Committee Member or Member shall be given, to such person's last address of record, in written or printed format or format generated by electronic means and completed and signed in writing or electronic signature by or on behalf of the person giving or making it.

14.2 Adjournments

Further notice of any meeting of the Executive, its committees or the annual meeting of MES adjourned for less than thirty (30) days is not necessary if the date, time and place of such adjourned meeting has been announced at the meeting which was adjourned and if this has been properly recorded in the minutes of that meeting.

14.3 Transaction of Business

Any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place.

15.0 ERRORS OR OMISSIONS IN NOTICE

An accidental error or omission in giving notice of any meeting required by the MES Terms of Reference or the non-receipt of such notice by any Director or any error in any notice not affecting its substance shall not invalidate such meeting or void the proceedings and decisions of that meeting. Any Director or Member of MES may waive notice of any such meeting and may ratify and approve of any or all proceedings taken at such meeting.

16.0 RULES OF PROCEDURE

Robert's Rules of Order shall apply at all meetings of the Executive Committee, Chapters, Committees, and Members of MES except insofar as such rules of order may be at variance with these terms.

17.0 BOOKS AND RECORDS

17.1 General

The Executive Committee shall ensure that all necessary documents, books and records of the Executive required by the Institute or any applicable statute are regularly and properly kept and securely stored and maintained.

17.2 Minutes

The minutes of each meeting of the Executive, Chapters, Committees and Members of MES shall be properly recorded and approved at the next subsequent meeting of that for which the minutes were recorded. The minutes of any and all meetings of MES Executive, Chapters, Committees and Members shall be made available forthwith, without expense, to all members of MES Executive. The Executive, in its discretion, may make available to Members of MES any or all minutes of the Executive, Chapters and Committees.

18.0 AMENDMENT OF TERMS OF REFERENCE

These terms of reference or any portion thereof may be repealed or amended by terms enactment supported by the affirmative vote of at least three-quarters (3/4) of the Executive Committee, and shall hold force and effect until it is sanctioned by an affirmative vote of at least twenty (20) percent of MES Members at a meeting duly called for the purpose of considering the said terms or by electronic polling of the Membership through such procedure as may be determined by the Executive Committee. If such terms enactment is not so sanctioned it shall cease to hold force and effect, immediately the resolution proposing such amendment is defeated.

19.0 EDITING

Whenever amendments are made to these terms of reference, consequential editorial changes may be made where required.

20.0 REPEAL OF PRIOR TERMS

All prior terms, resolutions or other enactments of the Executive inconsistent with these terms of reference are hereby repealed.

21.0 INSTITUTE DISSOLUTION

Upon dissolution of the Institute and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to such organisations and purposes as are consistent with the objects of the Institute.

22.0 SOCIETY DISSOLUTION

Upon dissolution of MES and after payment of all debts and liabilities, its remaining property shall be disposed of to the Institute.

23.0 EFFECTIVE DATE

This document shall come into force when confirmed by the Members in accordance with the MES Executive Committee.

PASSED by the Membership_____2022.

SAMPLE NOTICE OF VACANCY & CALL FOR NOMINATIONS

TO: ALL MES MEMBERS
FROM: ---
DATE: ---
RE: CALL FOR NOMINATIONS TO THE MES EXECUTIVE COMMITTEES

The CIM Management and Economics Society (MES) is now accepting nominations for the YEAR Board of Directors. New Directors are to be elected at the Annual General Meeting which will be held in MONTH YEAR. Terms will begin immediately after the election.

The following positions are available for nomination to the Board of Directors:

- NUMBER Directors are needed to fill two (2) year terms (terms to expire MONTH YEAR).

To be eligible for nomination, the individual must be:

- a member in good standing with CIM.
- at least eighteen (18) years of age, or is otherwise competent to enter legally binding contracts under the laws of Canada or its provinces and territories; and
- not an un-discharged bankrupt.

Nominees must be willing and able to perform the following functions as a member of the Board:

- Attend Board meetings in person or via teleconference (minimum six (6) per year);
- Actively lead or participate on at least one activity or committee such as Communications/Publications, Conference Lead;
- Relay Board policies and directives to Committee Chairs;
- Prepare and present reports to the Board of Directors and membership as required; and
- Be willing to be considered to be nominated and stand for Office (Vice-Chair, Secretary, Treasurer, CIM Council Liaison).

The Board of Directors shall elect or appoint the new Officers at the first Board meeting following the annual general meeting. A Director may hold more than one (1) office on the Executive Committee, for example, the Chair is often the Council Representative. If elected to be Vice-Chair, then the director will serve for a term of six (6) years as follows: the first two (2) as Vice-chair, the next two (2) as Chair and the last two (2) as Past Chair.

The Chair of the Nominations Committee is the immediate Past Chair of MES. The process for nomination and election of Directors is outlined in the MES Terms of Reference.

Please complete the nomination form attached, and return it to: NAME at EMAIL ADDRESS

SAMPLE VOLUNTEER APPLICATION

Volunteer Application

Application for Committee Service

Please provide the following information, and email this form as an attachment to _____.

Applications can be addressed to NAME _____.

| | |
|----------------------------|-----------------|
| Name: | |
| Organisation/Company Name: | |
| City: | State/Province: |
| Phone: | Fax: |
| E-mail: | |

I am interested in being considered for appointment to one of the following MES Committees (list in order of priority):

| |
|----|
| 1. |
| 2. |
| 3. |

If you are not selected to serve on any of the committees you listed, your application may be forwarded to other committees with current openings. In addition, your application will be maintained in an active status for one year. You will be notified if your name is submitted for any future openings.

Please list any current and past service at CIM or CIM MES.

SAMPLE CIM CODE OF CONDUCT AND COMPETITION LAW COMPLIANCE UNDERTAKING – CHAIRS OF MES CHAPTERS AND COMMITTEES

Undertaking with Respect to the CIM Code of Business Conduct, Competition Law Compliance Guide and Conflict of Interest Policy

Council members, staff and agents of CIM will always conduct themselves in a manner that:

- Supports the objectives of the Organization
- Conforms with the By-law and all policies approved by the Council, including the Code of Business Conduct, Competition Law Compliance Guide and Conflict of Interest policies
- Serves the overall best interests of the Organization rather than any particular constituency
- Exercises the responsibilities of office, at all times, with due diligence, care and skill in a reasonable and prudent manner
- Demonstrates good faith, prudent judgement, honesty, transparency and openness in any activities undertaken on behalf of CIM
- Ensures that the financial affairs of CIM are conducted in a responsible and transparent manner with due regard for fiduciary responsibilities and public trusteeship
- Brings credibility and good will to the Organization
- Respects principles of fair play and due process
- Strives to ensure that the business of the organization is conducted in a legal, fair, equitable and respectful manner in all matters
- Demonstrates respect for individuals in all manifestations of their cultural and linguistic diversity and life circumstances
- Respects and gives fair consideration to diverse and opposing viewpoints
- Demonstrates due diligence and dedication in preparation for and attendance at meetings, special events and in all other activities on behalf of CIM
- Avoids and declares real or perceived conflicts of interest
- Respects the confidentiality of all information of a personal or privileged nature, particularly those matters dealt with during in-camera meetings of the Council
- Does not knowingly take advantage or benefit from information, not publicly available, obtained in the course of duties
- Protects and ensures the proper use of property and assets of the organization.

SAMPLE CIM CODE OF CONDUCT AND COMPETITION LAW COMPLIANCE UNDERTAKING – DIRECTORS

Undertaking with Respect to the CIM Code of Business Conduct, Competition Law Compliance Guide and Conflict of Interest Policy

Council members, staff and agents of CIM will always conduct themselves in a manner that:

- Supports the objectives of the Organization
- Conforms with the By-law and all policies approved by the Council, including the Code of Business Conduct, Competition Law Compliance Guide and Conflict of Interest policies
- Serves the overall best interests of the Organization rather than any particular constituency
- Exercises the responsibilities of office, at all times, with due diligence, care and skill in a reasonable and prudent manner
- Demonstrates good faith, prudent judgement, honesty, transparency and openness in any activities undertaken on behalf of CIM
- Ensures that the financial affairs of CIM are conducted in a responsible and transparent manner with due regard for fiduciary responsibilities and public trusteeship
- Brings credibility and good will to the Organization
- Respects principles of fair play and due process
- Strives to ensure that the business of the organization is conducted in a legal, fair, equitable and respectful manner in all matters
- Demonstrates respect for individuals in all manifestations of their cultural and linguistic diversity and life circumstances
- Respects and gives fair consideration to diverse and opposing viewpoints
- Demonstrates due diligence and dedication in preparation for and attendance at meetings, special events and in all other activities on behalf of CIM
- Avoids and declares real or perceived conflicts of interest
- Respects the confidentiality of all information of a personal or privileged nature, particularly those matters dealt with during in-camera meetings of the Council
- Does not knowingly take advantage or benefit from information, not publicly available, obtained in the course of duties
- Protects and ensures the proper use of property and assets of the organization

CONFLICT OF INTEREST DISCLOSURE

CONFLICT OF INTEREST DISCLOSURE FORM

Name: _____

I have reviewed my current activities and those of recent years as they may relate to the business of CIM. I have also considered the activities of my spouse and immediate family members, employer and any related business in which I have an interest, in so far as they could be viewed to affect my objectivity and impartiality with respect to my duties as a director of this organisation.

I would like to bring the following to the attention of the Council of directors as personal interests that could be perceived or real conflicts of interest: (use a signed attachment for details if necessary)

I hereby certify that, to the best of my knowledge and judgment, I am not in a position of real, potential or apparent conflict of interest except as disclosed above.

I undertake to inform the Council of directors of any change in circumstances or any unforeseen issues that arise in the course of the transaction of this organisation's business that may give rise to an unforeseen real, potential or apparent conflict of interest.

I undertake not to disclose or otherwise misuse confidential or privileged information, for purposes of personal gain within the spirit of this commitment, to which I may be privy as a result of my position as a director of this organisation.

Signature: _____

Date: _____