

A by-law relating generally to the conduct of the affairs of the  
**GLOBAL FOOD REGULATORY SCIENCE SOCIETY (GFORSS)**  
(the "GFORSS")

**BE IT ENACTED** as a by-law of GFORSS as follows:

**1. GENERAL**

**1.1. Definitions**

In this by-law and all other by-laws of GFORSS, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of GFORSS;

"**board**" means the board of directors of GFORSS and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of GFORSS as amended and which are, from time to time, in force and effect;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

"**Founding members**" means the first members of GFORSS when it was founded;

"**Affiliated members**" means members invited by the Founding Members and subsequently by other Affiliated Members to join GFORSS as such, subject to passing a special resolution of the Board of Directors

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**proposal**" means a proposal submitted by a member of GFORSS that meets the requirements of section 163 (Member Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## **1.2. Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

## **1.3. Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by GFoRSS may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of GFoRSS to be a true copy thereof.

## **1.4. Financial Year End**

The financial year end of GFoRSS shall be determined by the board of directors.

## **1.5. Banking Arrangements**

The banking business of GFoRSS shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of GFoRSS and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

## **1.6. Borrowing Powers**

The directors of GFoRSS may, without authorization of the members,

- a) borrow money on the credit of GFoRSS;
- b) issue, reissue, sell, pledge or hypothecate debt obligations of GFoRSS;
- c) give a guarantee on behalf and
- d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of GFoRSS, owned or subsequently acquired, to secure any debt obligation of GFoRSS.

### **1.7. Annual Financial Statements**

GFoRSS shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of GFoRSS reproducing the information contained in the documents. Instead of sending the documents, GFoRSS may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. GFoRSS is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

## **2. PURPOSE AND OBJECTIVES OF GFORSS**

GFoRSS is a not-for-profit organization incorporated in Canada and hosted by the Food Risk Analysis and Regulatory Excellence Platform ([PARERA](#)), a joint endeavor of the Department of Food Sciences, Faculty of Agriculture and Food Sciences and the Institute of Nutrition and Functional Foods (INAF) of the Université Laval, Quebec, QC. Canada.

GFoRSS aims to promote the generation and dissemination of knowledge and competencies related to food regulatory sciences, that is, the sciences underpinning food regulatory decisions as a multi-disciplinary field of food science, including, but not limited to, the application of food risk analysis and associated disciplines, the development of food laws and the assessment of economic impacts of food regulatory measures.

## **3. MISSION**

GFoRSS aims to promote the development of competencies, of know-how and knowledge including scientific and policy analysis, underpinning food regulatory decisions and in support of the development and implementation of food control systems.

## **4. AREAS OF INTERVENTION**

In promoting food regulatory scientific disciplines, GFoRSS aims to develop and implement interventions in the following areas:

### **4.1. Knowledge Generation and Competency Development**

- a) GFoRSS aims to support investment in food regulatory scientific knowledge generation by addressing gaps in areas, such as: availability of food consumption data at the national or regional level, occurrence data for contaminants and nutrients, the conduct of studies aiming to lead to risk assessments, risk management considerations, impact analysis of proposed food regulatory measures, performance of food regulatory / food control systems etc.

- b) GFoRSS will invest in expert advice serving methodological development, particularly in areas where more guidance is required at the national and international level, such as: impact analysis of projected food regulatory interventions, evaluation of effectiveness of food regulatory measures, assessment of sustainability of food regulatory capacity building and other aspects of food regulatory modernization (e.g. food inspection modernization, updates of food legislative and regulatory frameworks, etc.), predictive approaches and integration of Artificial Intelligence (AI) in food regulatory processes.
- c) Funding will be sought from a community of stakeholders to support such initiatives, including seeking support from funding agencies and other research organizations.
- d) Implementation of research will be conducted in close collaboration with research and academic institutions through the provision of scholarships, collaborative agreements and other relevant arrangements.
- e) Due process will be followed to identify priorities of research and knowledge development according to procedures and protocols, as adopted by the Board of Directors of GFoRSS.

#### **4.2. Knowledge Communication and Transfer**

- a) GFoRSS aims to propagate best practices in applying scientific disciplines associated with food regulatory development and implementation, such as the application of the risk analysis principles to promote convergence in food regulatory decisions internationally, in alignment with the guidance of the Codex Alimentarius Commission (Codex) and Codex standards.
- b) Knowledge dissemination will be pursued through a variety of mechanisms, including peer-reviewed scientific publications, the development and promotion of dedicated publications, organization of scientific events, workshops, capacity building efforts, course / curriculum development and other educational programs.
- c) Efforts will be made to reach out to the food regulatory scientific community worldwide, with an emphasis on developing countries.

#### **4.3. Support to Education in Food Regulatory Science**

- a) GFoRSS aims to support learning programs in scientific disciplines associated with food regulatory sciences. GFoRSS will promote the development and dissemination of learning curriculums in this area, in academic institutions around the world.

- b) GFoRSS will also support candidates to follow food regulatory science education, through credited and non-credited training, including through the provision of scholarships, and partial or total support to tuition fees, where relevant.

#### **4.4. Network Development**

GFoRSS will support the development of networks amongst communities of food regulators and amongst food regulatory scientists working in academia, international organizations and non-governmental organizations, as well as, between these communities.

These networks will aim to facilitate the sharing of experiences, development of common priorities and promotion of best practices in applying food regulatory science, such as the application of the risk analysis principles and convergence of food regulatory measures in alignment with Codex standards and general guidance.

#### **4.5. Collaboration**

- a) GFoRSS will develop close ties and partnerships with other national and international not-for-profit organizations working in the areas supporting specific aspects of food regulatory science, such as AOAC International (the Association of Official Analytical Communities), IAFP (the International Association of Food Protection), etc.

### **5. VALUES**

GFoRSS will espouse values promoting transparency, inclusiveness, collaboration and independence as guiding principles in the conduct of its business

### **6. MEMBERSHIP**

#### **6.1. Membership community**

GFoRSS's membership consists of:

- a) current and former scientists and regulators from food regulatory agencies at any level of government: municipal, state / provincial, national and international, including international organizations;
- b) scientists and professionals working in disciplines related to food regulatory science from non-governmental organizations, service providers and academic institutions.

Communities of members may be created (such as community scientists from food regulatory agencies, or from academic centers etc.) to foster interaction and collaboration amongst one community but to also support exchange and interaction between communities in a structured and organized manner. Such communities may also be created on the basis of geographic affiliation of members

## Membership Conditions

Subject to the articles, there shall be two classes of members in GForSS, namely, Class A members and Class B members. The board of directors of GForSS may, by resolution, approve the admission of the members of GForSS. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

### Class A Members

- a) Class A Members will be invited to join GForSS by its Founding members, according to a process determined by the Board of Directors. All members joining based on such invitation will be considered as Affiliated Members of GForSS (hereinafter call “Class A members”).
- b) Class A Members admission is approved by special resolution of GForSS’ Board of Directors.
- c) Class A voting membership shall be available to persons who have applied and have been accepted for Class A voting membership in GForSS.
- d) The term of membership of a Class A voting member shall be maintained, **for a period of 5 years**, or until the membership is terminated as per section 7.2 of the by-law (Termination of membership). After 5 years, the membership of a Class A voting member may be automatically renewed by an explicit request of the member, through a letter addressed to the President of GForSS.
- e) As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

### Class B Members

- a) Other members of the Food Regulatory Science community may request to join GForSS as Class B members, if their area of expertise is related to food regulatory scientific disciplines. GForSS will promote participation and a broader representation of the food regulatory science community, through an inclusive process of admitting freely all eligible scientists working in disciplines related to food regulatory science.
- b) Class B non-voting membership shall be available to persons who have applied and have been accepted for Class B non-voting membership in GForSS, by an ordinary resolution of the Board.
- c) The term of membership of a Class B non-voting member shall be maintained **for a period of 5 years**, or until the membership is terminated as per section 7.2 of the by-law (Termination of Membership). After 5 years,

the membership of a Class B non-voting member may be automatically renewed by an explicit request of the member, through a letter addressed to the President of GFoRSS.

- d) Subject to the Act and the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of GFoRSS. Class B non-voting members may attend meetings of GFoRSS if invited to join as decided by a resolution of the Board of Directors, for annual meetings and discussions as may be relevant. Class B non-voting members shall not be entitled to vote at the meetings they join.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

Class A Members and Class B Members will be accessing all resources of GFoRSS and provide advisory support to the organization.

## **6.2. Regional and Thematic Networks of Members**

GFoRSS will promote the creation and the management of networks of members established on the basis of :

- a) a common thematic area of food regulatory science e.g., inspection and audits, food additive/contaminants management, food laboratory science in support regulatory decision, and/or
- b) affiliation to a common region: food regulatory scientists from a given region, e.g. the Middle East and North African (MENA) region
- c) both a common area of work, within a given region e.g. food laboratory scientists from the MENA region

These networks will be managed according to set terms of reference developed by their membership and endorsed by the Board of Directors of GFoRSS.

## **6.3. Transferring Membership**

A membership may only be transferred to GFoRSS. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

## **6.4. Notice of Members Meeting**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b) by telephonic, electronic, or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of GFoRSS to change the manner of giving notice to members entitled to vote at a meeting of members.

#### **6.5. Members Calling a Members' Meeting**

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

#### **6.6. Absentee Voting at Members' Meetings**

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if GFoRSS has a system that:

- a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- b) permits the tallied votes to be presented to GFoRSS without it being possible for GFoRSS to identify how each member voted.
- c) Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of GFoRSS to change this method of voting by members not in attendance at a meeting of members.

### **7. MEMBERSHIP DUES, REMUNERATION, TERMINATION AND DISCIPLINE**

#### **7.1. Membership Dues**

There are no membership dues associated with the membership in GFoRSS. Membership in GFoRSS is free of charge as long as it meets the requirements of section 6 of this by-law.

#### **7.2. Termination of Membership**

A membership in GFoRSS is terminated when:

- a) the member dies or resigns;



- b) the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- c) the member's term of membership expires; or
- d) GFoRSS is liquidated and dissolved under the Act.

### **7.3. Effect of Termination of Membership**

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of GFoRSS, automatically cease to exist.

### **7.4. Discipline of Members**

The board shall have authority to suspend or expel any member from GFoRSS for any one or more of the following grounds:

- a) violating any provision of the articles, by-laws, or written policies of GFoRSS;
- b) carrying out any conduct which may be detrimental to GFoRSS as determined by the board in its sole discretion;
- c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of GFoRSS.

In the event that the board determines that a member should be expelled or suspended from membership in GFoRSS, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in GFoRSS. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

### **7.5. Remuneration of Members**

Members of GFoRSS may be remunerated for work conducted for the benefit of GFoRSS and within the scope of activities of GFoRSS. Such work shall be remunerated fairly by GFoRSS and as may be decided by the Board of Directors. A member to be remunerated by GFoRSS, with voting rights on the acceptance of such work and aspects related to such remuneration shall abstain from voting on matters related to the said work and associated remuneration.

## **8. MEETING OF MEMBERS**

### **8.1. Proposals Nominating Directors at Annual Members' Meetings**

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

### **8.2. Place of Members' Meeting**

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada. Electronic meetings initiated from the Headquarters of GForSS shall be considered as meetings held in Canada.

### **8.3. Persons Entitled to be Present at Members' Meetings**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of GForSS and such other persons who are entitled or required under any provision of the Act, articles or by-laws of GForSS to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Board of GForSS.

### **8.4. Chair of Members' Meetings**

In the event that the chair of the board and the vice-chairs of the board are absent, the members of the board who are present and entitled to vote at the meeting shall choose one of their members to chair the meeting.

### **8.5. Quorum at Members' Meetings**

A quorum no less than 5% of GForSS members is required at any meeting of the members.

### **8.6. Voting at Members' Meetings**

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

### **8.7. Participation by Electronic Means at Members' Meetings**

If GForSS chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in

the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that GForSS has made available for that purpose.

#### **8.8. Members' Meeting Held Entirely by Electronic Means**

If the directors or members of GForSS call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

### **9. DIRECTORS**

#### **9.1. Number of Directors**

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board.

Only Class A members (Affiliated Members) are eligible to seek election to become members of the Board of Directors of GForSS.

#### **9.2. Term of Office of Directors**

The directors shall be elected to hold office for a three (3)-year term. For each elected board member, the term of his/her serving as a Director of GForSS expires not later than the close of the third annual meeting following the election of the member as Director of GForSS.

There are no limitations on the number of terms served by GForSS members as Directors of GForSS.

### **10. MEETINGS OF DIRECTORS**

#### **10.1. Calling of Meetings of Board of Directors**

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator.

#### **10.2. Notice of Meeting of Board of Directors**

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of GForSS not less than 10 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

Unless the by-law otherwise provides, no notice of meeting needs to specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting i.e. for matters related to:

- a) submitting to the members any question or matter requiring the approval of members;
- b) filling a vacancy among the directors or in the office of public accountant or appoint additional directors;
- c) issuing debt obligations except as authorized by the directors;
- d) approving any financial statements referred to in section 172;
- e) adopting, amending or repealing by-laws; or
- f) establishing contributions to be made, or dues to be paid, by members under section 30 of the Act

### **10.3. Regular Meetings of the Board of Directors**

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice. These matters are presented in Section 10.2 of the present By-Laws.

A quorum no less than 3 members of the Board of Directors, holding an Officer position in the Board, as defined in Section 11 of the present By-Laws, is required at any meeting of the Board.

### **10.4. Voting at Meetings of the Board of Directors**

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

### **10.5. Participation by Electronic Means at the Board of Directors' Meetings**

If GForSS chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of the Board of Directors, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of the Board of Directors pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that GForSS has made available for that purpose.

### **10.6. Board of Directors' Meeting Held Entirely by Electronic Means**

If the directors or members of GForSS call a Board of Directors' meeting pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

## **11. OFFICERS**

### **11.1. Appointment of Officers**

The board may designate the offices of GForSS, appoint officers for a three-year term or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the GForSS. A director may be appointed to any office of GForSS. An officer needs to be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

### **11.2. Officers of GForSS and Executive Board Committee**

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of GForSS, if designated and if officers are appointed, shall have the following duties and powers associated with their positions for a term of 3 (Three) years or less:

- a) Chair of the Board – The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.
- b) Vice-Chair of the Board – The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.

- c) President – If appointed, the president shall be the Chief Executive Officer (CEO) of GFoRSS, unless the Board decides to appoint an employee of GFoRSS, to hold the position of CEO. If appointed CEO of GFoRSS, the president shall be responsible for implementing the strategic plans and policies of GFoRSS. The president shall, subject to the authority of the board, have general supervision of the affairs of GFoRSS.

The appointment of the President as CEO of GFoRSS is subject to an ordinary resolution of the Board, to be submitted at the end of each term.

- d) The Senior Honorary President (SHP) – shall be a worldwide recognized scientist in the field of food regulatory science, with a track record of achievements in this field at the national and international level. If appointed, the SHP shall be the senior figure-head of the organization, with the mandate to offer advice on the strategic and operational direction of GFoRSS and to represent GFoRSS in domestic and international meetings, as warranted and as the board may specify
- e) The Vice-President (VP), if appointed, shall be responsible to act in lieu of the President for matters related to GFoRSS's management and operations. A Vice-President may be given the responsibility to address GFoRSS's membership from a given geographic or thematic affiliation, as decided by the Board. Two officers may be appointed to two VP positions
- f) Executive Secretary (ES) – If appointed, the Executive Secretary shall attend all meetings of the board, members and committees of the board. The ES shall ensure that all proceedings at such meetings are reflected accurately by employees or contractors of GFoRSS tasked with recording such minutes; the ES shall ensure that notices to members, directors, the public accountant and members of committees are issued in accordance with the present by-laws, the Act and the associated regulations; the ES shall be the custodian of the follow-up and progress to be achieved for projects implemented by GFoRSS as decided by the Board. The ES shall act as a Project manager for such projects as assigned by the Board. Subcommittees of the Board set to oversee such project are to be chaired by an ES. The Board of GFoRSS may hold up to **three (3)** positions of Executive Secretary of the Board.
- g) Treasurer – If appointed, the treasurer shall have such powers and duties to oversee the financial management and operations of GFoRSS, as the board may specify.

The Committee of Officers of GFoRSS shall be designated as the Executive Board Committee and shall have a delegation of authority to act on behalf of the Board in managing the operations and finances of GFoRSS, at the exception of matters referred to in subsection 138(2) (Limits on Authority) of the Act and identified in section 10.2 of the present by-laws.

### **11.3. Officer Vacancies**

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of GFoRSS. Unless so removed, an officer shall hold office until the earlier of:

- a) the officer's successor being appointed,
- b) the officer's resignation,
- c) such officer ceasing to be a director or
- d) such officer's death.

If the office of any officer of GFoRSS shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

## **12. DISCLOSURE OF INTEREST**

### **12.1. Disclosure**

In accordance with section 141 of the Act, a director or an officer of GFoRSS shall disclose to GFoRSS, in writing or by requesting to have it entered in the minutes of meetings of directors or of committees of directors, the nature and extent of any interest that the director or officer has in a material contract or material transaction, whether made or proposed, with GFoRSS, if the director or officer

- a) is a party to the contract or transaction;
- b) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- c) has a material interest in a party to the contract or transaction.

### **12.2. Time of disclosure for director or officer**

The disclosure required by subsection 12-1 shall be made, in the case of a director,

- a) at the meeting at which a proposed contract or transaction is first considered;
- b) if the director was not, at the time of the meeting referred to in paragraph (a), interested in the proposed contract or transaction, at the first meeting after the director becomes so interested;
- c) if the director becomes interested after a contract or transaction is made, at the first meeting after the director becomes so interested; or

- d) if an individual who is interested in a contract or transaction later becomes a director, at the first meeting after the individual becomes a director.

### **12.3. Time of disclosure for director or officer for material transaction that need not to be approved by the Board**

If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of GForSS's activities, would not require approval by the directors or members, a director or an officer shall, immediately after they become aware of the contract or transaction, disclose in writing to GForSS, or request to have entered in the minutes of meetings of directors or of committees of directors, the nature and extent of their interest.

### **12.4. Voting**

A director required to make a disclosure under subsection 12-1 shall not vote on any resolution to approve the contract or transaction unless the contract or transaction

- a) relates primarily to the director's remuneration as a director, an officer, an employee, an agent or a mandatary of GForSS or an affiliate;
- b) is for indemnity or insurance under section 151 of the Act; or
- (c) is with an affiliate

### **12.5. Access to disclosures**

The Affiliated members of GForSS may examine the portions of any minutes of meetings of directors or of committees of directors that contain disclosures under Section 12 of the present by-laws, and of any other documents that contain those disclosures, upon request from the Board of GForSS.

## **13. NOTICES**

### **13.1. Method of Giving Notice**

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of GForSS or in the case of notice to a director to the latest address as shown in the last notice that was sent by GForSS in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;



- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

### **13.2. Invalidity of Provisions of this By-law**

The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions.

### **13.3. Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where GFoRSS has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **14. DISPUTE RESOLUTION**

### **14.1. Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of GFoRSS are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

### **14.2. Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of GFoRSS arising out of or related to the articles or by-laws, or out of any aspect of the operations of GFoRSS is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of GFoRSS as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of GFoRSS) appoints one mediator, and the

two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

- b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of GFoRSS is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

## 15. By-laws and Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend, or repeal any by-laws that regulate the activities or affairs of GFoRSS. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected, or amended by the members by ordinary resolution. If the by-law, amendment, or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment, or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

## ADOPTED AS OF 21 DECEMBER 2020

Prof. Samuel Godefroy, Ph.D.  
(President)