

BY-LAWS (ARTICLES)
OF THE CORPORATION NAMED
THE INTERNATIONAL CENTRE FOR OCEAN DEVELOPMENT
CENTRE INTERNATIONAL DE DEVELOPPEMENT DES OCEANS

CORPORATE SEAL

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of THE INTERNATIONAL CENTRE FOR OCEAN DEVELOPMENT/CENTRE INTERNATIONAL DE DEVELOPPEMENT DES OCEANS and shall be kept at the Head Office.

CONDITIONS OF MEMBERSHIP

2. Membership in the corporation shall be limited to persons interested in furthering the objects of the corporation and shall consist of the applicants for incorporation, directors elected to the board during their term as directors and the directors designated pursuant to subsection 12(2) while serving as directors, and any one whose application for admission as a member has received the approval of the board of directors of the corporation.
3. There shall be no membership fees or dues unless otherwise directed by the board of directors.
4. Any member may withdraw from the corporation by delivering to the corporation a written resignation and lodging a copy of the same with the secretary of the corporation.
5. Any member may be required to resign by a vote of two-thirds (2/3) of the members at a general meeting.

HEAD OFFICE

6. The Head Office of the corporation shall be in the City of Halifax, Nova Scotia.

MEETINGS

7. The annual general meeting of the members shall be held at the Head Office of the corporation.
8. (1) At every annual general meeting, in addition to any other business that may be transacted, the report of the president, the financial statement and the report of the auditors shall be presented and a board of directors elected and auditors appointed for the ensuing year.

(2) The members may consider and transact any other business either special or general at any meeting of the members.

(3) Any three directors, the chairman or the president shall have the power to call, at any time, a special general meeting of the members of the corporation.

9. (1) Thirty (30) days prior written notice shall be given to each member of any annual or special general meeting of members.

(2) Members present in person at a meeting shall constitute a quorum and each member present at a meeting shall have the right to exercise one vote.

10. (1) No error or omission in giving notice of an annual or other general meeting or adjourned meeting of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

(2) For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the corporation.

VOTING OF MEMBERS

11. At all meetings of members of the corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws.

BOARD OF DIRECTORS

12. (1) The property and business of the corporation shall be managed by a board of THIRTEEN (13) directors, and the president during his term of office, of whom a majority shall be Canadian citizens and of whom FIVE (5) shall constitute a quorum, provided that a majority are Canadian citizens. During the first year after the date of issue of Letters Patent constituting the corporation, if not more than FIVE (5) directors have been elected or designated, a quorum shall consist of the directors elected or designated to the board.

(2) The Secretary of State for External Affairs shall have the right to designate two directors to sit on the board of directors, with one of such directors designated on the recommendation of the Minister of Fisheries and Oceans.

(3) Subject to subsection (1) and to the approval of the Secretary of State for External Affairs, the directors may elect up to six (6) non-Canadian directors to serve on the board of directors.

(4) The board of directors may on literature of the corporation be designated as a board of governors.

(5) The president shall, while in office, sit as a member of the board of directors.

13. The applicants for incorporation shall become the first provisional directors of the corporation.

14. At the first meeting of members, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the corporation as provided for in section 12 hereof.

15. (1) Where a vacancy occurs on the board, directors shall be elected for a term of three (3) years by the members at an annual meeting, and may be eligible for re-election to a succeeding term.

(2) No director may be elected to more than two (2) consecutive terms.

16. The office of director shall be automatically vacated:

- (a) if a director shall resign his office by delivering a written resignation to the secretary of the corporation;
- (b) if he is found to be a lunatic or become unsound of mind;
- (c) if he becomes bankrupt or suspends payment or compounds with his creditors;
- (d) if at a general meeting of members a resolution is passed by two-thirds (2/3) of the members present at the meeting that he be removed from office;
- (e) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote may, by appointment, fill the vacancy with a member of the corporation.

17. (1) Meetings of the board of directors may be held at any time and place to be determined by the directors provided that thirty (30) clear days notice of such meeting shall be sent in writing to each director.

(2) There shall be at least two (2) meetings per year of the board of directors with at least one meeting held at the Head Office of the corporation.

(3) At each meeting of the board, each director present shall have one vote and the vote of the majority present shall decide any issue.

(4) No error or omission in giving notice of any meeting of the board of directors of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

18. (1) Directors and executive committee members other than directors designated pursuant to subsection 12(2) shall receive such remuneration for their services as is set by resolution of the board of directors.

(2) Directors may receive their actual and reasonable expenses for travel and for attendance at each regular or special meeting of the board of directors or while on business of the board.

(3) Nothing in this section shall be construed to preclude the president from serving the corporation as an officer and receiving compensation therefor.

(4) No director other than the president shall directly or indirectly receive any profit from his position as such.

19. A director whose term expires shall remain in office until his successor is elected.

INDEMNITIES TO DIRECTORS AND OTHERS

20. Every director or officer of the corporation or other person who has undertaken or is about to undertake any liability on behalf of the corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against

- (a) all costs, charges, and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
- (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

EXECUTIVE COMMITTEE

21. (1) The board of directors may provide for the creation of an executive committee, the members of which shall include the chairman and president and at least two (2) other directors elected by the board of directors.

(2) The executive committee shall exercise such powers as are authorized by the board of directors.

(3) Any executive committee member may be removed by a majority vote of the board of directors.

(4) The board shall appoint one of the members of the executive committee to be the chairman of the executive committee.


22. (1) There shall be at least two (2) meetings of the executive committee per year and such meetings may be held at any time and place to be determined by the members of such committee provided that fifteen (15) days notice of such meeting shall be sent in writing to each member.

(2) Three members of the executive committee, a majority of whom are Canadians, constitute a quorum of the committee.

(3) The board may approve the conduct of executive committee meetings by telephone conference call or other means when the members of the committee cannot assemble.

(4) No error or omission in giving notice of any meeting of the executive committee of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

OTHER COMMITTEES

23. The board of directors may appoint committees to serve the objects of the corporation whose members will hold their offices at the will of the board of directors. 

POWER OF DIRECTORS

24. The directors of the corporation shall oversee the administration of the affairs of the corporation in all things and authorize, make or cause to be made for the corporation, in its name, any kind of contract which the corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such powers and do all such other acts and things as the corporation is by its charter or otherwise authorized to exercise and do.

25. (1) The directors shall have the power to authorize or make expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers of the corporation the right to employ and pay salaries to employees.

(2) The directors shall have the power to enter into a trust arrangement with a trust company for the purposes of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of THE INTERNATIONAL CENTRE FOR OCEAN DEVELOPMENT/CENTRE INTERNATIONAL DE DEVELOPPEMENT DES OCEANS in accordance with such terms as the board of directors may prescribe.

26. (1) The board of directors shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation, or to borrow.

(2) No gift, bequest or donation shall be accepted by or on behalf of the corporation without the prior approval of the board.

OFFICERS

27. (1) The officers of the corporation shall be the chairman, president, vice-president, secretary and treasurer and any such other officers as the board of directors may determine.

(2) Any two offices may be held by the same person except for those of chairman and president and vice-president.

28. The chairman shall be elected and other officers of the corporation, with the exception of the president, shall be appointed by resolution of the board of directors at the first meeting of the board of directors following each annual meeting of the members.

29. (1) The officers of the corporation other than the chairman and president shall be appointed by the board on the recommendation of the president and shall hold office for one (1) year from the date of appointment or until their successors are appointed in their stead.

(2) An officer may be removed from office by the board on the recommendation of the president.

30. The remuneration of all officers shall be fixed by the board of directors by resolution.

DUTIES OF OFFICERS

CHAIRMAN

31. (1) The chairman shall preside at the board of directors meetings, corporation meetings and general meetings of the corporation.

(2) The board shall elect one of the directors to be vice-chairman of the board.

(3) In the event of the absence or incapacity of the chairman, or if the office of chairman is vacant, the vice-chairman of the board has and may exercise and perform all the duties and functions of the chairman.

PRESIDENT

32. (1) The president shall be appointed by the board for a term of up to five (5) years as the chief executive officer of the corporation, and shall be a member of the board of directors.

(2) The president shall have the general and active management of the affairs of the corporation and shall ensure that all orders and resolutions of the board of directors are carried into effect.

33. The president may appoint or engage such employees, agents, consultants or advisors as he deems necessary from time to time to carry out the work of the corporation.

VICE-PRESIDENT

34. The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him by the president or the board of directors.

TREASURER

35. (1) The treasurer shall have the custody of the funds and securities of the corporation and shall keep full and accurate records of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the corporation in such chartered bank or trust company, or in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time.

(2) The treasurer shall disburse the funds of the corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the corporation.

(3) The treasurer shall perform such other duties as may from time to time be directed by the board of directors or president.

SECRETARY

36. (1) The secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose.

(2) The secretary shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he shall be.

(3) The secretary shall be custodian of the seal of the corporation, which he shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.

OTHER OFFICERS

37. The duties of all other officers of the corporation shall be such as the terms of their engagement call for or the president or board of directors requires of them.

38. Where for any reason the office of vice-president, secretary, treasurer, or any other officer other than the chairman becomes vacant during the term of the person appointed to that position by the board, the president may appoint a replacement to that office on the same terms and conditions but such appointment shall not extend past the date of the next regular meeting of the board.

EXECUTION OF DOCUMENTS

39. (1) Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding on the corporation without any further authorization or formality.

(2) The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing.

(3) The directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring and dealing with any stocks, bonds, and other securities of the corporation.

(4) The seal of the corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

FINANCIAL YEAR

40. Unless otherwise ordered by the board of directors the fiscal year end of the corporation shall be from April 1 to March 31 in the following year.

AMENDMENT OF BY-LAWS

41. The by-laws of the corporation may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law, provided that the enactment, repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

AUDITORS

42. (1) The members shall at each annual meeting appoint an auditor to audit the accounts of the corporation to hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of the auditor.

(2) The remuneration of the auditor shall be fixed by the board of directors.

BOOKS AND RECORDS

43. The directors shall see that all necessary books and records of the corporation required by the by-laws of the corporation or by any applicable statute or law are regularly and properly kept.

RULES AND REGULATIONS

44. The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members shall at and from that time cease to have any force and effect.

CONFLICT OF INTEREST

45. (1) During the consideration of the proposed appropriation of funds or resources of the corporation to a proposed beneficiary, by the board or by a committee thereof, any director who is officially or formally connected with the proposed beneficiary shall indicate his relationship with the proposed beneficiary, shall refrain from voting on such appropriation, and shall withdraw from the meeting at the time the vote is taken, but such a withdrawal shall be deemed not to affect the existence of a quorum.

(2) No member of the board, other than the president, shall, during his term of office as a director of the corporation, enter into a contract with the corporation, whether as an employee, independent contractor or otherwise.

(3) Each director and officer of the corporation shall, within thirty (30) days of his election or appointment file with the chairman a written declaration in a form prescribed by resolution of the board, which declaration shall set out any interests, commercial or business dealings which could create a conflict of interest between the director or officer and the corporation.

INTERPRETATION

46. In these by-laws and in all other by-laws of the corporation hereinafter passed unless the context otherwise requires, words importing the singular number or masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.



Memorandum

To: Members of the Board of Directors Our File: 2001.3

From: Garry A. Comber

Date: June 27, 1989

Re: CORRECTED VERSION OF THE ICOD BY-LAWS

At the June Board Meeting, we distributed an updated version of the ICOD By-Laws in relation to item 3 A.v showing the changes in the name of the Audit and Evaluation Committee and the incorporation of the position of Vice-President as an Officer of the company.

Unfortunately, the version that was distributed at the meeting was a working copy which was designed mainly for a review of the proposed revisions.

We are therefore sending the correct version of the updated By-Laws which, for future reference, we have dated June 15, 1989. Please destroy the earlier version given to you at the Board Meeting.

We regret any inconvenience which this may have caused you.

A handwritten signature in black ink, appearing to read 'Garry', is written over a horizontal line.

Garry A. Comber
Vice-President

GAC/ad
Attach.

JUN 15 1989

As Approved June 1985 and
amended December 1988.

**BY-LAWS
OF THE CORPORATION NAMED
THE INTERNATIONAL CENTRE FOR OCEAN DEVELOPMENT
CENTRE INTERNATIONAL D'EXPLOITATION DES OCEANS**

BY-LAW NO. 1

A By-Law relating generally to the management of the business, activities and other affairs of the International Centre for Ocean Development (hereinafter called "the Centre").

BE IT ENACTED and it is hereby enacted as a By-Law of the Centre as follows:

I. Short Title

This By-Law may be cited as the ICOD General By-Law.

II. Definition and Interpretation

In this By-Law, unless expressly provided or unless the context otherwise requires, words and phrases shall be interpreted in accordance with Section 2 of the International Centre for Ocean Development Act, 1985, hereinafter called "the Act", the Interpretation Act, and the Financial Administration Act.

III. Offices

In accordance with sub-section (1) of Section 13 of the Act, the principal office of the Centre shall be in the City of Halifax, Nova Scotia. In addition, the Centre may establish and maintain such other offices as the Board of Directors, hereinafter called "the Board", may determine from time to time.

IV. Corporate Seal

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of THE INTERNATIONAL CENTRE FOR OCEAN DEVELOPMENT/CENTRE INTERNATIONAL D'EXPLOITATION DES OCEANS and shall be kept at the principal office.

V. Meetings of the Board

1. Subject to sub-section 2 of Section 13 of the Act, meetings of the Board shall be held at such times and places as the Board may from time to time decide.

2. In addition to the meetings called pursuant to the Act, the Chairman, after consultation with the members of the Executive Committee, shall call special meetings of the Board when he/she deems it necessary or when he/she receives a request in writing from the President, the Executive Committee or three or more directors.

3. The Chairman shall call the special meeting referred to in sub-section (2) not less than 30 days and not more than 60 days from the receipt of the written request for such meeting.

4. Notice of meetings of the Board shall be delivered or mailed or telegraphed or sent by any other form of transmitted or recorded message to each Director not less than fifteen (15) clear working days before the meeting is to take place, provided that:

- (a) meetings of the Board may be held at any time without the formal notice if all the Directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence; and
- (b) notice of any meeting or any irregularity in any meeting or notice thereof may be waived by any Director.

5. Pursuant to Section 10 of the Act, the Chairman shall preside at all meetings of the Board. Subject to sub-sections (5) or (6) of Section 7 of the Act, if the Chairman is absent or unable to act or if the office of Chairman is vacant, the Vice-Chairman shall preside and if the Vice-Chairman is absent or unable to act or if the office of Vice-Chairman is vacant, the Board may authorize one of the directors who is not an officer of the Centre to act as Chairman of the meeting.

6. Questions arising at any meeting of the Board shall be decided by majority of the votes of the Directors present. In case of an equality of votes, the Chairman of the meeting, pursuant to sub-section (5) shall, in addition to his/her original vote, have a casting vote.

7. In the absence of a quorum at the time and place set for a meeting of the Board, those present may adjourn the meeting from time to time until a quorum is present.

8. Where he/she is unable to attend a meeting of the Board, the President may designate a representative to attend in his place but such representative shall have no vote.

9. An annual meeting of the Board shall be held on a day designated by the Board.

VI. Executive Committee

1. At its first meeting, the Board shall elect three directors to serve with the Chairman and the President on the Executive Committee of the Board, at least two of whom shall be Canadian citizens, and thereafter the membership of the Executive Committee shall be determined at each annual meeting of the Board.

2. A Director may resign from the Executive Committee by advising the Chairman of the Board of his resignation in writing.

3. Where for any reason a position on the Executive Committee becomes vacant during the term of the Director elected thereto, the remaining members of the Executive Committee may appoint another Director to that position for the remainder of that term.

4. (a) Subject to sub-section (5) and except as otherwise provided in this By-Law, the Executive Committee shall exercise and perform all of the powers and functions of the Board between meetings of the Board.

(b) The Board may approve the conduct of Executive Committee meetings by telephone conference call or other means when the members of the committee cannot assemble.

(c) No error or omission in giving notice of any meeting of the Executive Committee shall invalidate such meeting or make void any proceedings taken thereat and any member so such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

5. The Executive Committee shall restrict its decisions to those matters which it considers require urgent action between Board meetings and which are consistent with the broad policies of the Centre as established by the Board. The Executive Committee is authorized to exercise all powers and capacities and perform all duties of the Board except the following:

- (a) to approve the corporate plan;
- (b) to approve the operating budget;
- (c) to approve the annual report of the Centre;
- (d) to make, amend, or repeal any By-Laws.

6. Three members of the Executive Committee, one of whom shall be the Chairman or the President, and two of whom shall be Canadian citizens, shall constitute a quorum.

VII. Audit and Other Committees

1. Section 150 of the Financial Administration Act requires the establishment of and prescribes the duties of an Audit Committee. There shall be an Audit and Evaluation Committee comprised of three Directors, the majority of whom shall be Canadian citizens and shall not be officers or employees of the Centre.

2. The Board may, from time to time, appoint from amongst its members one or more other committees to consider, review, monitor, or supervise on behalf of the Board and otherwise make recommendations to the Board, on such matters and under such terms of reference as the Board may determine from time to time. They shall be comprised of not less than three nor more than five Directors.

3. Members of the Audit and Evaluation Committee and Other Committees shall hold office until the Centre's financial year end or the appointment of their successors, whichever is later.

4. A Director whose term of service as a member of the Audit and Evaluation Committee or Other Committees has expired shall be eligible for reappointment.

5. One member of the Audit and Evaluation Committee and Other committees shall be designated by the Board of Directors to be Chairman of such Committee.

6. Two members of Audit and Evaluation Committee and Other Committees, one of whom shall be a Canadian citizen, shall constitute a quorum.

(a) Decisions of Audit and Evaluation Committee and Other Committees are taken by a majority of votes by the members present. The Chairman of such a Committee may vote on any question unless he has declared a conflict of interest. He has no casting vote.

(b) Matters on which votes are equally divided shall be submitted to the Board for resolution.

7. The Audit and Evaluation Committee and Other Committees shall meet as required in conjunction with meetings of the Board. Special meetings of Committees may only be called with the consent of the Board or, with the consent of the Chairman of the Board, when the Board is not meeting.

8. The Secretary of the Centre or his designate shall discharge such duties in connection with the Audit and Evaluation Committee and Other Committees as are discharged for the Board.

9. The Audit and Evaluation Committee and Other Committees may establish procedures for the conduct of their business.

10. All Audit and Other Committee decisions, other than decisions relating to the conduct of the committee's business, shall be expressed in the form of a recommendation to the Board of Directors and be accepted or approved by the majority of Committee members, except in circumstances where clause 6(b) is applicable.

11. Minutes of all proceedings of the Audit and Evaluation Committee and Other Committees of the Board shall be tabled at regular meetings of the Committees.

12. When not named to the Audit and Evaluation Committee and Other Committees, the Chairman and the President shall receive notice and agenda of their meetings and shall have the right to attend all committee meetings, but, unless they have been designated as regular member of a committee, they shall be under no obligation to attend its meetings and shall not be counted to determine the number necessary to make a quorum or to determine whether or not a quorum is present. When not in attendance at the meetings, they shall be informed forthwith of their deliberations. In the absence or inability to act of the appointed Chairman, the other members of the committee may appoint a substitute member and from among them they may elect a Chairman pro tem.

VIII. Executive Officers

1. The Officers of the Centre are the Chairman, Vice-Chairman, President, Vice-President, Secretary, Treasurer and such other Executive Officers as the Board from time to time may deem expedient.

2. The Chairman of the Board shall preside at all meetings of the Directors.

3. Subject to the Act and the By-Laws, the President has, on behalf of the Board, the direction and management of the affairs of the Centre.

4. (a) The Board may, on the recommendation of the President, appoint such Executive Officers of the Centre as it deems necessary to assist the President in carrying out the functions of the Centre.

(b) The Executive Officers of the Centre shall carry out such duties as are assigned to them by the President.

5. (a) There shall be a Vice-President of the Centre, appointed by the Board on the recommendations of the President.

(b) The Vice-President shall

(i) ensure that the Centre's systems and procedures are developed and maintained;

(ii) direct the administrative activities of the Centre;

(iii) manage the selection and allocation of expert resources within ICOD;

(iv) manage and participate in the planning processes within the Centre and ensure that the Centre responds to the requirements of central agencies and regulatory bodies;

(v) participate in the long range planning, forecasting and defining of corporate goals and objectives;

(vi) guide the development of the Centre's personnel and formulate plans for the enhancement of the Centre's human resources;

(vii) assist the President in the conduct of the Centre's affairs;

(viii) oversee ICOD's undertaking on behalf of outside funding agencies.

6. (a) There shall be a Secretary of the Centre, appointed by the Board on the recommendation of the President.

(b) The Secretary shall

(i) serve as Secretary to the Board;

(ii) keep the records of the Centre;

(iii) enter or cause to be entered into the books kept for that purpose the minutes of proceedings at meetings of the board, the Executive Committee and, with the exception of the Audit and Evaluation Committee, any other committees appointed by the Board;

(iv) give the required notice of all meetings of the Board, the Executive Committee and other committees;

(v) co-ordinate the preparation of the annual report relating to the activities of the Centre for each fiscal year;

(vi) keep the custody of the seal of the Centre;

(vii) carry out such other duties as are assigned to him by the President.

7. (a) There shall be a Treasurer of the Centre appointed by the Board on the recommendation of the President.

(b) The Treasurer shall

(i) manage the financial affairs of the Centre;

(ii) have custody of the funds and securities of the Centre;

(iii) co-ordinate the preparation of the budget of the Centre for each fiscal year;

(iv) prepare the financial statements required for the annual report of the Centre for each fiscal year.

(v) supervise the operation of any accounts established by the Centre for its operations;

(vi) provide for the Auditor General of Canada or his representatives such information relating to the accounts and financial transactions of the Centre as may be required;

(vii) carry out such other duties as are assigned to him by the President or the Audit and Evaluation Committee.

8. Where for any reason the office of the Vice-President, Secretary, Treasurer, or any other Executive Officer becomes vacant during the term of the person appointed to that position by the Board, the President may appoint a replacement to that office on the same terms and conditions, but such appointment shall not extend past the date of the next meeting of the Board.

IX. Terms and Conditions of Employment

1. The Board may, on the recommendation of the President, fix the salaries and the terms and conditions of employment of the Vice-President, Secretary, Treasurer and the other Executive Officers.

2. Subject to such limitations as the Board may impose, the President shall fix the remuneration and the terms and conditions of employment of any employee, consultant and advisor.

X. Bank Accounts, Cheques, Drafts and Notes

1. Cheques on the bank accounts, drafts drawn or accepted by the Centre, promissory notes given by it, acceptances, bills of exchange, orders for payment of money and other instruments of a like nature may be made, signed, drawn, accepted or endorsed, as the case may be, by such officer or officers, person or persons as the Board may be resolution, from time to time, name for that purpose.

2. Cheques, promissory notes, bills of exchange, orders for the payment of money and other negotiable paper may be endorsed for deposit to the credit of the Centre's bank account by such officer or officers, person or persons, as the Board may by resolution from time to time name for that purpose, or they may be endorsed for such deposit by means of a stamp bearing the Centre's name.

XI. Execution of Documents

Every deed, agreement, contract, formal instrument in writing or any other administrative document that requires execution of certification on behalf of the Centre shall be signed by the President or by such other person or persons as are designated by the President in writing.

XII. Requests and Donations

1. No gift, bequest or donation shall be accepted by or on behalf of the Centre without the prior approval of the Board.

2. Where a gift, bequest or donation to the Centre is approved by the Board, it shall be dealt with in accordance with its terms and with the conditions of its acceptance by the Board.

XIII. Conflict of Interest

1. During the consideration of any proposed appropriation of funds or resources of the Centre to a proposed beneficiary, by the Board or by a committee thereof, any director who is officially or formally connected with the proposed beneficiary, shall indicate his relationship with the proposed beneficiary, shall refrain from voting on such appropriation, and shall withdraw from the meeting at the time the vote is taken, but such a withdrawal shall be deemed not to affect the existence of a quorum.

2. No member of the Board, other than the President, shall, during his term of office as a Director of the Centre, enter into a contract with the Centre, whether as an employee, independent contractor or otherwise.

XIV. Book and Records

The Board shall see that all necessary books and records of the corporation required by the By-Laws of the corporation or by any applicable statute or law are regularly and properly kept.

XV. Amendments

At any duly constituted meeting of the Board, a vote of the majority of the Directors in office may make, amend or repeal the Centre's By-Laws, provided that written notice of any proposed amendment has been sent to each Director not less than twenty (20) clear working days before the meeting is to take place stating the text of the proposed amendment or amendments.

DRAFT ONLY
18SEP91

BY-LAWS

OF

THE INTERNATIONAL CENTRE FOR OCEAN DEVELOPMENT

Halifax, Nova Scotia

Effective XXXX
Amended XXXX

**BY-LAWS
OF
THE INTERNATIONAL CENTRE FOR OCEAN DEVELOPMENT**

1.0 Citation

- 1.1 These By-laws are approved by resolution of the Board pursuant to section 14 of the Act and may be cited as the ICOD By-Laws.

2.0 Definitions

- 2.1 In these By-laws,

- (a) "Act" means the International Centre for Ocean Development Act, RSC 1985, c. 17 (1st Supp.)
- (b) "Board" means the Board of Directors of the International Centre for Ocean Development;
- (c) "Centre" means the International Centre for Ocean Development;
- (d) "Chairman" means the Chairman of the Board and includes an acting Chairman;
- (e) "Executive Officer" means a person designated by section 11.1;
- (f) "ICOD" means the International Centre for Ocean Development;
- (g) "Officer" means a person designated by section 9.1;
- (h) "President" means the President of the Centre and includes an acting President.

3.0 Offices

- 3.1 The principal office of the Centre shall be located in accordance with the Act.
- 3.2 The Centre may establish and maintain such other offices as the Board may determine from time to time.

4.0 Corporate Seal

- 4.1 The corporate Seal of the Centre shall be in such form as may be approved by the Board from time to time.
- 4.2 The Board may approve such ancilliary corporate seals of the Centre as the Board may consider appropriate and may specify conditions for the custody and use of ancilliary seals.

5.0 Meetings of the Board

- 5.1 The meetings of the Board shall be held in accordance with the Act and at such times and places as the Board may from time to time determine.
- 5.2 An annual meeting of the Board shall be held in each year at a time and place determined by the Board.
- 5.3 At each annual meeting of the Board, the following agenda items shall be transacted:
- (a) Election of the Vice-Chairman
 - (b) Election of Executive Committee members
 - (c) Election of Audit and Evaluation Committee members
 - (d) Designation of the Chairman of the Audit and Evaluation Committee
 - (e) Election of additional committee members
 - (f) Designation of additional committee chairmen
- 5.4 The Chairman, after consultation with the members of the Executive Committee, may call a special meeting of the Board when the Chairman deems it necessary and shall call a special meeting of the Board upon the receipt of a written request from the President, the Executive Committee or three or more directors.
- 5.5 Upon the receipt of a written request for a meeting of the Board from the President, the Executive Committee or three or more directors, the Chairman shall call such a special meeting of the Board not less than 30 days and not more than 60 days from the receipt of the request.
- 5.6 Notice of meetings of the Board shall be delivered or mailed or telegraphed or sent by any other form of transmitted or recorded message to each Director not less than twenty (20) clear days before the meeting is to take place, provided that:
- (a) meetings of the Board may be held at any time without the formal notice if all the Directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence; and

(b) notice of any meeting or any irregularity in any meeting or notice thereof may be waived by any Director.

- 5.7 The Chairman shall preside at all meetings of the Board.
- 5.8 If the Chairman is absent or incapacitated or if the office of Chairman is vacant, the Vice-Chairman shall preside at all meetings of the Board and if the Vice-Chairman is absent or incapacitated or if the office of Vice-Chairman is vacant, the Board may elect one of the directors who is not an executive officer of the Centre to act as chairman of the meeting.
- 5.9 Questions arising at any meeting of the Board shall be decided by majority of the votes of the Directors present. In case of an equality of votes, the chairman of the meeting, shall have a second, or casting, vote.
- 5.10 Where, at the time and place set for a meeting of the Board a quorum pursuant to the Act does not exist, the Directors who are present may adjourn the meeting from time to time until a quorum is present.
- 5.11 Where the President is unable to attend a meeting of the Board, the President may designate a representative to attend in the place of the President, but such representative shall not be entitled to vote.

6.0 Executive Committee

- 6.1 The Executive Committee of the Board shall be composed of the Chairman, the President, and three other Directors who shall be elected by the Board at each annual meeting of the Board and shall hold office until the next annual meeting of the Board or until their successors are elected, whichever shall later occur.
- 6.2 A Director may resign from the Executive Committee by written notice to the Chairman.
- 6.3 A Director whose term of service as a member of the Executive Committee has expired shall be eligible for reelection.
- 6.4 Where, the position of a Director on the Executive Committee becomes vacant during the term of that Director, the Executive Committee may appoint another Director to that position for the unexpired Executive Committee term of that Director.
- 6.5 The Chairman shall preside at all meetings of the Executive Committee and if the Chairman is absent or incapacitated or if the office of Chairman is vacant the members of the Executive Committee who are present shall elect one of the Executive Committee members who is not an executive officer of the Centre to act as chairman of the meeting.
- 6.6 The Chairman shall give reasonable notice of meetings of the Executive Committee to all Executive Committee members.
- 6.7 No error or omission in giving notice of any meeting of the Executive Committee shall invalidate such meeting or any proceedings taken thereat.

- 6.8 With the consent of a majority of members of the Executive Committee, meetings of the Executive Committee may be conducted by telephone conference or other means where it is impossible or impractical for members to assemble in person.
- 6.9 Questions arising at any meeting of the Executive Committee shall be decided by majority of the votes of the Directors present. In case of an equality of votes, the chairman of the meeting, shall have a second, or casting, vote.
- 6.10 Three members of the Executive Committee, one of whom shall be the Chairman or the President, and two of whom shall be Canadian Citizens, shall constitute a quorum at any meeting of the Executive Committee.
- 6.11 Where, at the time and place set for a meeting of the Executive Committee a quorum does not exist, the members who are present may adjourn the meeting from time to time until a quorum is present.
- 6.12 Minutes of all proceedings of the Executive Committee shall transmitted forthwith to the Chairman and President and shall be tabled at ordinary meetings of the Board.
- 6.13 Where the President is unable to attend a meeting of the Executive Committee, the President may designate a representative to attend in the place of the President, but such representative shall not be entitled to vote.
- 6.14 The Executive Committee may exercise all of the powers and perform all of the functions of the Board between meetings of the Board in a manner consistent with the general policies of the Centre, and subject to the direction of the Board from time to time, provided that the Executive Committee shall not:
- (a) alter any general policy of the Centre;
 - (b) approve the corporate plan of the Centre or amend an approved corporate plan of the Centre;
 - (c) approve or increase the operating budget of the Centre;
 - (d) approve the annual report of the Centre or amend an approved annual report of the Centre;
 - (e) amend or repeal the By-laws.

7.0 Audit and Evaluation Committee

- 7.0 There shall be an Audit and Evaluation Committee of the Board comprised of three Directors, the majority of whom shall be Canadian citizens and shall not be executive officers or employees of the Centre, which shall be the audit committee of the Board in accordance with the Financial Administration Act.

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- 7.1 The members of the Audit and Evaluation Committee shall be elected by the Board at the annual meeting of the Board and shall hold office until the next annual meeting of the Board or until their successors are elected, whichever shall later occur.
 - 7.2 A Director may resign from the Audit and Evaluation Committee by written notice to the Chairman.
 - 7.3 A Director whose term of service as a member of the Audit and Evaluation Committee has expired shall be eligible for reelection.
 - 7.4 One member of the Audit and Evaluation Committee shall be designated by the Board of Directors to be chairman of that committee.
 - 7.5 The chairman of the Audit and Evaluation Committee shall preside at all meetings of the Audit and Evaluation Committee and if the chairman is absent or incapacitated or if the office of chairman is vacant the members of the Audit and Evaluation Committee who are present shall elect one of the Audit and Evaluation Committee members who is not an executive officer of the Centre to act as chairman of the meeting.
 - 7.6 Two members of Audit and Evaluation Committee, one of whom shall be a Canadian citizen, shall constitute a quorum at meetings of the Audit and Evaluation Committee.
 - 7.7 The Audit and Evaluation Committee shall meet as required prior to ordinary meetings of the Board.
 - 7.8 In addition to any meetings of the Audit and Evaluation Committee convened pursuant to the Financial Administration Act, special meetings of that committee shall be called upon the direction of the Board or the Chairman.
 - 7.8 Reasonable notice of every meeting of the Audit and Evaluation Committee shall be given to all members of that committee and any person entitled to notice pursuant to the Financial Administration Act by the person calling such meeting.
 - 7.9 With the consent of a majority of members of the Audit and Evaluation Committee, meetings of the Audit and Evaluation Committee may be conducted by telephone conference or other means where it is impossible or impractical for members to assemble in person.
 - 7.10 Questions arising at any meeting of the Audit and Evaluation Committee shall be decided by majority of the votes of the members present. In case of an equality of votes, the question shall be referred to the Board for resolution and the chairman of the meeting shall not have a second, or casting, vote.
 - 7.11 Decisions of the Audit and Evaluation Committee shall be communicated to the Board in the form of a recommendation.
 - 7.12 Minutes of all proceedings of the Audit and Evaluation Committee shall transmitted forthwith to the Chairman and President and shall be tabled at ordinary meetings of the Board.

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- 7.13 The Chairman and the President shall receive notice and agenda of all meetings of the Audit and Evaluation Committee and shall be entitled to attend all such meetings, but, unless they are members of that committee, they shall be under no obligation to attend any meeting and shall not be counted in the determination of whether or not a quorum is present.
- 7.14 In addition to the powers and functions conferred upon the Audit and Evaluation Committee by the Financial Administration Act, that committee shall exercise such powers and perform such functions as may be prescribed by the Board.

8.0 Additional Committees of the Board

- 8.1 The Board may, from time to time, appoint from amongst its members such additional committees as the Board may consider advisable to consider, review, monitor, or supervise on behalf of the Board and otherwise make recommendations to the Board, on such matters and under such terms of reference as the Board may direct.
- 8.2 Additional committees of of the Board shall consist of not less than three and not more than five members.
- 8.3 A Director may resign from an additional committee of the Board by written notice to the Chairman.
- 8.4 A Director whose term of service as a member of an additional committee has expired shall be eligible for reelection.
- 8.5 Where, the position of a Director on an additional committee becomes vacant during the term of that Director, the Executive Committee may appoint another Director to that position for the unexpired committee term of that Director.
- 8.6 One member of each additional committee of the Board shall be designated by the Board to be chairman of that committee.
- 8.7 The chairman of an additional committee shall preside at all meetings of such additional committee and if the chairman is absent or incapacitated or if the office of chairman is vacant the members of an additional committee who are present shall elect one of its members who is not an officer of the Centre to act as chairman of the meeting.
- 8.8 Two members of an additional committee of the Board, one of whom shall be a Canadian citizen, shall constitute a quorum.
- 8.9 Additional committees of the Board shall meet as required prior to ordinary meetings of the Board.
- 8.10 Special meetings of an additional committee of th Board shall be called upon the direction of the Board, the Chairman or the chairman of that additional committee.
- 8.11 Reasonable notice of every meeting of an additional committee shall be given to all members of that committee by the person calling such meeting.

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- 8.12 With the consent of a majority of members of an additional committee of the Board, meetings of such committee may be conducted by telephone conference or other means where it is impossible or impractical for members to assemble in person.
 - 8.13 Questions arising at any meeting of an additional committee of the Board shall be decided by majority of the votes of the members present. In case of an equality of votes, the question shall be referred to the Board for resolution and the chairman of the meeting shall not have a second, or casting, vote.
 - 8.14 Decisions of an additional committee of the Board shall be communicated to the Board in the form of a recommendation.
 - 8.15 Minutes of all proceedings of every additional committee of the Board shall be transmitted forthwith to the Chairman and President and shall be tabled at ordinary meetings of the Board.
 - 8.16 The Chairman and the President shall receive notice and agenda of all meetings of every additional committee of the Board and shall be entitled to attend all such meetings, but, unless they are members of that committee, they shall be under no obligation to attend any meeting and shall not be counted in the determination of whether or not a quorum is present.

9.0 Officers of the Centre

- 9.1 The Officers of the Centre are the Chairman, Vice-Chairman, President, Vice-President, Secretary, Treasurer and such other Executive Officers as the Board from time to time may designate.

10.0 Vice-Chairman of the Centre

- 10.1 The Vice-Chairman of the Centre shall be elected by the Board from amongst the Directors who are Canadian Citizens at each annual meeting of the Board and shall hold office until the next annual meeting or until a successor is elected, whichever is later.
- 10.2 A Vice-Chairman whose term of office as Vice-Chairman has expired shall be eligible for reelection.
- 10.3 The Vice-Chairman shall exercise such powers and perform such functions of the Chairman as the Chairman may from time to time delegate.

11.0 Executive Officers of the Centre

- 11.1 The Executive Officers of the Centre are the President, Vice-President, Secretary, Treasurer and such additional executive officers as the Board from time to time may appoint.
- 11.2 Executive Officers other than the President shall be appointed by the Board upon the recommendation of the President and shall carry out such duties as are prescribed by the By-laws and as may be assigned to them by the President.

- 11.3 In the event of the absence or incapacity of the President or the vacancy of the office of President, Executive Officers other than the President shall be appointed by the Board and shall carry out such duties as are prescribed by the By-laws and as may be assigned to them by the Board.
- 11.4 In addition to powers and functions prescribed by the Act, the President has, on behalf of the Board, the direction and management of the affairs of the Centre.
- 11.5 The Vice-President shall:
- (a) act as the Chief Operating Officer of the Centre;
 - (b) ensure that the systems and procedures of the Centre are developed and maintained;
 - (c) direct the administrative activities of the Centre;
 - (d) manage the selection and allocation of expert resources within ICOD;
 - (e) manage and participate in the planning processes within the Centre and ensure that the Centre responds to the requirements of central agencies and regulatory bodies;
 - (f) participate in the long range planning, forecasting and defining of corporate goals and objectives;
 - (g) guide the development of the personnel of the Centre and formulate plans for the enhancement of the Centre's human resources;
 - (h) assist the President in the conduct of the Centre's affairs;
 - (i) oversee the undertakings of the Centre on behalf of funding agencies;
 - (j) unless the Board otherwise directs, have the interim direction and management of the Centre if the President is absent or incapacitated or the office of President is vacant.
- 11.6 The Secretary shall:
- (a) serve as Secretary to the Board;
 - (b) keep the records of the Centre;
 - (c) enter or cause to be entered into the books kept for that purpose the minutes of proceedings at meetings of the board, the Executive Committee, the Audit and Evaluation Committee, and any additional committees appointed by the Board;
 - (d) give, on behalf of the Board, the Chairman and the President, the required notice of all meetings of the Board, the Executive Committee

the Audit and Evaluation Committee and any additional committees of the Board;

- (e) co-ordinate the preparation of the annual report relating to the activities of the Centre for each fiscal year;
- (f) keep the custody of the seal of the Centre;
- (g) carry out such other duties as are assigned to the Secretary by the Board or the President.

11.7 The Treasurer shall:

- (a) manage the financial affairs of the Centre;
- (b) have custody of the funds and securities of the Centre;
- (c) co-ordinate the preparation of the budget of the Centre for each fiscal year;
- (d) prepare the financial statements required for the annual report of the Centre for each fiscal year;
- (e) supervise the operation of any accounts established by the Centre for its operations;
- (f) provide for the Auditor General of Canada or his representatives such information relating to the accounts and financial transactions of the Centre as may be required;
- (h) carry out such other duties as are assigned to the Treasurer by the President or the Audit and Evaluation Committee.

11.8 Where for any reason the office of the Vice-President, Secretary, Treasurer, or any other Executive Officer becomes vacant during the term of the person appointed to that position by the Board, the President may appoint a replacement to that office on the same terms and conditions, but such appointment shall not extend past the date of the next meeting of the Board.

12.0 Terms and Conditions of Employment

12.1 The Board may, on the recommendation of the President, fix the salaries and the terms and conditions of employment of the Vice-President, Secretary, Treasurer and the other Executive Officers.

12.2 Subject to the direction of the Board, the President shall fix the remuneration and the terms and conditions of employment of employees, consultants and advisors of the Centre.

13.1 Bank Accounts, Cheques, Drafts and Notes

- 13.2 Cheques on the bank accounts of the Centre, drafts drawn or accepted by the Centre, promissory notes given by it, acceptances, bills of exchange, orders for payment of money and other instruments of a like nature may be made, signed, drawn, accepted or endorsed, as the case may be, by such officers or persons as the Board may designate.
- 13.3 Cheques, promissory notes, bills of exchange, orders for the payment of money and other negotiable instruments may be endorsed for deposit to the credit of the Centre's bank accounts of the Centre by such officers or persons, as the Board may designate for that purpose, or they may be endorsed for such deposit by means of a stamp bearing the name of the Centre.

14.0 Execution of Documents

- 14.1 Deeds, agreements, contracts, instruments in writing and any other administrative documents that require execution or certification on behalf of the Centre shall be signed by the President or by such other persons as may be designated by the President in writing.

15.0 Bequests and Donations

- 15.1 No gift, bequest or donation shall be accepted by or on behalf of the Centre without the prior approval of the Board.
- 15.2 Where a gift, bequest or donation to the Centre is approved by the Board, it shall be dealt with in accordance with its terms and with the conditions of its acceptance by the Board.

16.0 Conflict of Interest

- 16.1 During the consideration of any proposed appropriation of funds or resources of the Centre to a proposed beneficiary, by the Board or by a Committee thereof, any director who is officially or formally connected with the proposed beneficiary, shall indicate his relationship with the proposed beneficiary, shall refrain from voting on such appropriation, and shall withdraw from the meeting at the time the vote is taken, but such a withdrawal shall be deemed not to affect the existence of a quorum.
- 16.2 No Director, other than the President, shall, during his term of office as a Director, enter into a contract with the Centre, whether as an employee, independent contractor or otherwise.

17.0 Amendment of By-Laws

- 17.1 At any duly constituted meeting of the Board, a vote of the majority of the Directors in office may make, amend or repeal the By-Laws, provided that written notice of any

proposed amendment, which notice shall include the full text of the amendment, has been given to all Directors not less than twenty (30) clear days prior to the meeting.

Created: XXXX
Amended: XXXX

DRAFT ONLY
26SEP91

BY-LAWS

OF

THE INTERNATIONAL CENTRE FOR OCEAN DEVELOPMENT

Halifax, Nova Scotia

Effective XXXX
Amended XXXX

ICOD BY-LAW REVISION ANNOTATIONS

1.0 Citation

1.1 Form only

2.0 Definitions

2.1 Technical drafting only.

3.0 Offices

3.1 Form only

3.2 Unchanged.

**BY-LAWS
OF
THE INTERNATIONAL CENTRE FOR OCEAN DEVELOPMENT**

1.0 Citation

- 1.1 These By-laws are approved by resolution of the Board pursuant to section 14 of the Act and may be cited as the ICOD By-Laws.

2.0 Definitions

- 2.1 In these By-laws,
- (a) "Act" means the International Centre for Ocean Development Act, RSC 1985, c. 17 (1st Supp.)
 - (b) "Board" means the Board of Directors of the International Centre for Ocean Development;
 - (c) "Centre" means the International Centre for Ocean Development;
 - (d) "Chairman" means the Chairman of the Board and includes an acting Chairman;
 - (e) "Executive Officer" means a person designated by section 11.1;
 - (f) "ICOD" means the International Centre for Ocean Development;
 - (g) "Officer" means a person designated by section 9.1;
 - (h) "President" means the President of the Centre and includes an acting President.

3.0 Offices

- 3.1 The principal office of the Centre shall be located in accordance with the Act.
- 3.2 The Centre may establish and maintain such other offices as the Board may determine from time to time.

4.0 Corporate Seal

- 4.1 Corporate seal formerly approved by By-Law.
- 4.2 Provides for additional corporate seals, such as for execution in field.

5.0 Meetings of the Board

- 5.1 Form only.
- 5.2 Form only.
- 5.3 Mandates necessary elections and committee designations at Annual Meeting.
- 5.4 Form only.
- 5.5 Form only.
- 5.6 Replaces notice of 15 clear working days by notice of 20 clear days.

4.0 Corporate Seal

- 4.1 The corporate Seal of the Centre shall be in such form as may be approved by the Board from time to time.
- 4.2 The Board may approve such ancilliary corporate seals of the Centre as the Board may consider appropriate and may specify conditions for the custody and use of ancilliary seals.

5.0 Meetings of the Board

- 5.1 The meetings of the Board shall be held in accordance with the Act and at such times and places as the Board may from time to time determine.
- 5.2 An annual meeting of the Board shall be held in each year at a time and place determined by the Board.
- 5.3 At each annual meeting of the Board, the following agenda items shall be transacted:
- (a) Election of the Vice-Chairman
 - (b) Election of Executive Committee members
 - (c) Election of Audit and Evaluation Committee members
 - (d) Designation of the Chairman of the Audit and Evaluation Committee
 - (e) Election of additional committee members
 - (f) Designation of additional committee chairmen
- 5.4 The Chairman, after consultation with the members of the Executive Committee, may call a special meeting of the Board when the Chairman deems it necessary and shall call a special meeting of the Board upon the receipt of a written request from the President, the Executive Committee or three or more directors.
- 5.5 Upon the receipt of a written request for a meeting of the Board from the President, the Executive Committee or three or more directors, the Chairman shall call such a special meeting of the Board not less than 30 days and not more than 60 days from the receipt of the request.
- 5.6 Notice of meetings of the Board shall be delivered or mailed or telegraphed or sent by any other form of transmitted or recorded message to each Director not less than twenty (20) clear days before the meeting is to take place, provided that:
- (a) meetings of the Board may be held at any time without the formal notice if all the Directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence; and

- 5.7 Unchanged.
- 5.8 Form only.
- 5.9 Form only.
- 5.10 Form only.
- 5.11 Form only.

6.0 Executive Committee

- 6.1 Adds Vice-Chairman to Executive Committee, reduces membership of other directors from three to two.
- 6.2 Form only.
- 6.3 New provision.
- 6.4 Form only.
- 6.5 New provision.
- 6.6 New provision.
- 6.7 Provision for ratification deleted as redundant.

(b) notice of any meeting or any irregularity in any meeting or notice thereof may be waived by any Director.

5.7 The Chairman shall preside at all meetings of the Board.

5.8 If the Chairman is absent or incapacitated or if the office of Chairman is vacant, the Vice-Chairman shall preside at all meetings of the Board and if the Vice-Chairman is absent or incapacitated or if the office of Vice-Chairman is vacant, the Board may elect one of the directors who is not an executive officer of the Centre to act as chairman of the meeting.

5.9 Questions arising at any meeting of the Board shall be decided by majority of the votes of the Directors present. In case of an equality of votes, the chairman of the meeting, shall have a second, or casting, vote.

5.10 Where, at the time and place set for a meeting of the Board a quorum pursuant to the Act does not exist, the Directors who are present may adjourn the meeting from time to time until a quorum is present.

5.11 Where the President is unable to attend a meeting of the Board, the President may designate a representative to attend in the place of the President, but such representative shall not be entitled to vote.

6.0 Executive Committee

6.1 The Executive Committee of the Board shall be composed of the Chairman, the Vice-Chairman, the President, and two other Directors who shall be elected by the Board at each annual meeting of the Board and shall hold office until the next annual meeting of the Board or until their successors are elected, whichever shall later occur.

6.2 A Director may resign from the Executive Committee by written notice to the Chairman.

6.3 A Director whose term of service as a member of the Executive Committee has expired shall be eligible for reelection.

6.4 Where, the position of a Director on the Executive Committee becomes vacant during the term of that Director, the Executive Committee may appoint another Director to that position for the unexpired Executive Committee term of that Director.

6.5 The Chairman shall preside at all meetings of the Executive Committee and if the Chairman is absent or incapacitated or if the office of Chairman is vacant the members of the Executive Committee who are present shall elect one of the Executive Committee members who is not an executive officer of the Centre to act as chairman of the meeting.

6.6 The Chairman shall give reasonable notice of meetings of the Executive Committee to all Executive Committee members.

6.7 No error or omission in giving notice of any meeting of the Executive Committee shall invalidate such meeting or any proceedings taken thereat.

- 6.8 Form only.
- 6.9 Form only.
- 6.10 Form only.
- 6.11 New provision.
- 6.12 New provision.
- 6.13 Form only.
- 6.14 Restriction to urgent matters deleted, restriction not to alter general policy of the Centre added.

7.0 Audit and Evaluation Committee

- 7.1 Form only

- 6.8 With the consent of a majority of members of the Executive Committee, meetings of the Executive Committee may be conducted by telephone conference or other means where it is impossible or impractical for members to assemble in person.
- 6.9 Questions arising at any meeting of the Executive Committee shall be decided by majority of the votes of the Directors present. In case of an equality of votes, the chairman of the meeting, shall have a second, or casting, vote.
- 6.10 Three members of the Executive Committee, one of whom shall be the Chairman or the President, and two of whom shall be Canadian Citizens, shall constitute a quorum at any meeting of the Executive Committee.
- 6.11 Where, at the time and place set for a meeting of the Executive Committee a quorum does not exist, the members who are present may adjourn the meeting from time to time until a quorum is present.
- 6.12 Minutes of all proceedings of the Executive Committee shall be transmitted forthwith to the Chairman and President and shall be tabled at ordinary meetings of the Board.
- 6.13 Where the President is unable to attend a meeting of the Executive Committee, the President may designate a representative to attend in the place of the President, but such representative shall not be entitled to vote.
- 6.14 The Executive Committee may exercise all of the powers and perform all of the functions of the Board between meetings of the Board in a manner consistent with the general policies of the Centre, and subject to the direction of the Board from time to time, provided that the Executive Committee shall not:
- (a) alter any general policy of the Centre;
 - (b) approve the corporate plan of the Centre or amend an approved corporate plan of the Centre;
 - (c) approve or increase the operating budget of the Centre;
 - (d) approve the annual report of the Centre or amend an approved annual report of the Centre;
 - (e) amend or repeal the By-laws.

7.0 Audit and Evaluation Committee

- 7.1 There shall be an Audit and Evaluation Committee of the Board comprised of three Directors, the majority of whom shall be Canadian citizens and shall not be executive officers or employees of the Centre, which shall be the audit committee of the Board in accordance with the Financial Administration Act.

- 7.2 Limitation of members' term by annual meeting, rather than fiscal year
- 7.3 New provision, conventional.
- 7.4 Unchanged.
- 7.5 Form only.
- 7.6 New provision, conventional.
- 7.7 Unchanged.
- 7.8 Replaces "in conjunction with meetings of the Board" by "prior to meeting of the Board".

- 7.9 In addition to any meetings of the Audit and Evaluation Committee convened pursuant to the Financial Administration Act, special meetings of that committee shall be called upon the direction of the Board or the Chairman.
- 7.10 Revised for consistency with the Financial Administration Act.
- 7.11 New Provision.
- 7.12 Form only.
- 7.13 Unchanged.
- 7.14 Additional requirement to transmit minutes to Chairman and President.

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- 7.2 The members of the Audit and Evaluation Committee shall be elected by the Board at the annual meeting of the Board and shall hold office until the next annual meeting of the Board or until their successors are elected, whichever shall later occur.
 - 7.3 A Director may resign from the Audit and Evaluation Committee by written notice to the Chairman.
 - 7.4 A Director whose term of service as a member of the Audit and Evaluation Committee has expired shall be eligible for reelection.
 - 7.5 One member of the Audit and Evaluation Committee shall be designated by the Board of Directors to be chairman of that committee.
 - 7.6 The chairman of the Audit and Evaluation Committee shall preside at all meetings of the Audit and Evaluation Committee and if the chairman is absent or incapacitated or if the office of chairman is vacant the members of the Audit and Evaluation Committee who are present shall elect one of the Audit and Evaluation Committee members who is not an executive officer of the Centre to act as chairman of the meeting.
 - 7.7 Two members of Audit and Evaluation Committee, one of whom shall be a Canadian citizen, shall constitute a quorum at meetings of the Audit and Evaluation Committee.
 - 7.8 The Audit and Evaluation Committee shall meet as required prior to ordinary meetings of the Board.
 - 7.9 In addition to any meetings of the Audit and Evaluation Committee convened pursuant to the Financial Administration Act, special meetings of that committee shall be called upon the direction of the Board or the Chairman.
 - 7.10 Reasonable notice of every meeting of the Audit and Evaluation Committee shall be given to all members of that committee and any person entitled to notice pursuant to the Financial Administration Act by the person calling such meeting.
 - 7.11 With the consent of a majority of members of the Audit and Evaluation Committee, meetings of the Audit and Evaluation Committee may be conducted by telephone conference or other means where it is impossible or impractical for members to assemble in person.
 - 7.12 Questions arising at any meeting of the Audit and Evaluation Committee shall be decided by majority of the votes of the members present. In case of an equality of votes, the question shall be referred to the Board for resolution and the chairman of the meeting shall not have a second, or casting, vote.
 - 7.13 Decisions of the Audit and Evaluation Committee shall be communicated to the Board in the form of a recommendation.
 - 7.14 Minutes of all proceedings of the Audit and Evaluation Committee shall be transmitted forthwith to the Chairman and President and shall be tabled at ordinary meetings of the Board.

7.15 Form only.

7.16 Form only.

8.0 Additional Committees of the Board (Formerly under VII, Audit and other Committees)

8.1 Form only.

8.2 Unchanged.

8.3 New provision, conventional.

8.4 Unchanged.

8.5 New provision, conventional.

8.6 Form only.

8.7 Form only.

8.8 Form only.

8.9 Replaces "in conjunction with meetings of the Board" by "prior to meeting of the Board".

8.10 New provision, conventional.

8.11 New provision, conventional.

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- 7.15 The Chairman and the President shall receive notice and agenda of all meetings of the Audit and Evaluation Committee and shall be entitled to attend all such meetings, but, unless they are members of that committee, they shall be under no obligation to attend any meeting and shall not be counted in the determination of whether or not a quorum is present.
- 7.16 In addition to the powers and functions conferred upon the Audit and Evaluation Committee by the Financial Administration Act, that committee shall exercise such powers and perform such functions as may be prescribed by the Board.

8.0 Additional Committees of the Board

- 8.1 The Board may, from time to time, appoint from amongst its members such additional committees as the Board may consider advisable to consider, review, monitor, or supervise on behalf of the Board and otherwise make recommendations to the Board, on such matters and under such terms of reference as the Board may direct.
- 8.2 Additional committees of of the Board shall consist of not less than three and not more than five members.
- 8.3 A Director may resign from an additional committee of the Board by written notice to the Chairman.
- 8.4 A Director whose term of service as a member of an additional committee has expired shall be eligible for reelection.
- 8.5 Where, the position of a Director on an additional committee becomes vacant during the term of that Director, the Executive Committee may appoint another Director to that position for the unexpired committee term of that Director.
- 8.6 One member of each additional committee of the Board shall be designated by the Board to be chairman of that committee.
- 8.7 The chairman of an additional committee shall preside at all meetings of such additional committee and if the chairman is absent or incapacitated or if the office of chairman is vacant the members of an additional committee who are present shall elect one of its members who is not an executive officer of the Centre to act as chairman of the meeting.
- 8.8 Two members of an additional committee of the Board, one of whom shall be a Canadian citizen, shall constitute a quorum.
- 8.9 Additional committees of the Board shall meet as required prior to ordinary meetings of the Board.
- 8.10 Special meetings of an additional committee of the Board shall be called upon the direction of the Board, the Chairman or the chairman of that additional committee.
- 8.11 Reasonable notice of every meeting of an additional committee shall be given to all members of that committee by the person calling such meeting.

8.12 New provision.

8.13 Form only.

8.14 Unchanged.

8.15 Additional requirement to transmit minutes to Chairman and President.

8.16 Form only.

9.0 Officers of the Centre (Formerly Executive Officers)

9.1 Form only.

10.0 Vice-Chairman of the Centre

10.1 New provision.

10.2 New provision.

10.3 New provision.

11.0 Executive Officers of the Centre

11.1 New provision.

- 8.12 With the consent of a majority of members of an additional committee of the Board, meetings of such committee may be conducted by telephone conference or other means where it is impossible or impractical for members to assemble in person.
- 8.13 Questions arising at any meeting of an additional committee of the Board shall be decided by majority of the votes of the members present. In case of an equality of votes, the question shall be referred to the Board for resolution and the chairman of the meeting shall not have a second, or casting, vote.
- 8.14 Decisions of an additional committee of the Board shall be communicated to the Board in the form of a recommendation.
- 8.15 Minutes of all proceedings of every additional committee of the Board shall be transmitted forthwith to the Chairman and President and shall be tabled at ordinary meetings of the Board.
- 8.16 The Chairman and the President shall receive notice and agenda of all meetings of every additional committee of the Board and shall be entitled to attend all such meetings, but, unless they are members of that committee, they shall be under no obligation to attend any meeting and shall not be counted in the determination of whether or not a quorum is present.

9.0 Officers of the Centre

- 9.1 The Officers of the Centre are the Chairman, Vice-Chairman, President, Vice-President, Secretary, Treasurer and such other Executive Officers as the Board from time to time may designate.

10.0 Vice-Chairman of the Centre

- 10.1 The Vice-Chairman of the Centre shall be elected by the Board from amongst the Directors who are Canadian Citizens at each annual meeting of the Board and shall hold office until the next annual meeting or until a successor is elected, whichever is later.
- 10.2 A Vice-Chairman whose term of office as Vice-Chairman has expired shall be eligible for reelection.
- 10.3 The Vice-Chairman shall exercise such powers and perform such functions of the Chairman as the Chairman may from time to time delegate.

11.0 Executive Officers of the Centre

- 11.1 The Executive Officers of the Centre are the President, Vice-President, Secretary, Treasurer and such additional executive officers as the Board from time to time may appoint.

- 11.2 Form only.
- 11.3 New provision.
- 11.4 Form only.
- 11.5 Addition of the following duties of the Vice-President:
 - (a) act as the Chief Operating Officer of the Centre;
 - (j) unless the Board otherwise directs, have the interim direction and management of the Centre if the President is absent or incapacitated or the office of President is vacant.
- 11.6 Addition of Board assigned duties to the Secretary.

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- 11.2 Executive Officers other than the President shall be appointed by the Board upon the recommendation of the President and shall carry out such duties as are prescribed by the By-laws and as may be assigned to them by the President.
- 11.3 In the event of the absence or incapacity of the President or the vacancy of the office of President, Executive Officers other than the President shall be appointed by the Board and shall carry out such duties as are prescribed by the By-laws and as may be assigned to them by the Board.
- 11.4 In addition to powers and functions prescribed by the Act, the President has, on behalf of the Board, the direction and management of the affairs of the Centre.
- 11.5 The Vice-President shall:
- (a) act as the Chief Operating Officer of the Centre;
 - (b) ensure that the systems and procedures of the Centre are developed and maintained;
 - (c) direct the administrative activities of the Centre;
 - (d) manage the selection and allocation of expert resources within ICOD;
 - (e) manage and participate in the planning processes within the Centre and ensure that the Centre responds to the requirements of central agencies and regulatory bodies;
 - (f) participate in the long range planning, forecasting and defining of corporate goals and objectives;
 - (g) guide the development of the personnel of the Centre and formulate plans for the enhancement of the Centre's human resources;
 - (h) assist the President in the conduct of the Centre's affairs;
 - (i) oversee the undertakings of the Centre on behalf of funding agencies;
 - (j) unless the Board otherwise directs, have the interim direction and management of the Centre if the President is absent or incapacitated or the office of President is vacant.
- 11.6 The Secretary shall:
- (a) serve as Secretary to the Board;
 - (b) keep the records of the Centre;
 - (c) enter or cause to be entered into the books kept for that purpose the minutes of proceedings at meetings of the board, the Executive Committee, the Audit and Evaluation Committee, and any additional committees appointed by the Board;

11.7 Unchanged.

11.8 Unchanged.

12.0 Terms and Conditions of Employment

12.1 Unchanged.

- (d) give, on behalf of the Board, the Chairman and the President, the required notice of all meetings of the Board, the Executive Committee the Audit and Evaluation Committee and any additional committees of the Board;
- (e) co-ordinate the preparation of the annual report relating to the activities of the Centre for each fiscal year;
- (f) keep the custody of the seal of the Centre;
- (g) carry out such other duties as are assigned to the Secretary by the Board or the President.

11.7 The Treasurer shall:

- (a) manage the financial affairs of the Centre;
- (b) have custody of the funds and securities of the Centre;
- (c) co-ordinate the preparation of the budget of the Centre for each fiscal year;
- (d) prepare the financial statements required for the annual report of the Centre for each fiscal year;
- (e) supervise the operation of any accounts established by the Centre for its operations;
- (f) provide for the Auditor General of Canada or his representatives such information relating to the accounts and financial transactions of the Centre as may be required;
- (h) carry out such other duties as are assigned to the Treasurer by the President or the Audit and Evaluation Committee.

11.8 Where for any reason the office of the Vice-President, Secretary, Treasurer, or any other Executive Officer becomes vacant during the term of the person appointed to that position by the Board, the President may appoint a replacement to that office on the same terms and conditions, but such appointment shall not extend past the date of the next meeting of the Board.

12.0 Terms and Conditions of Employment

12.1 The Board may, on the recommendation of the President, fix the salaries and the terms and conditions of employment of the Vice-President, Secretary, Treasurer and the other Executive Officers.

12.2 Unchanged.

13.1 Bank Accounts, Cheques, Drafts and Notes

13.2 Form only.

13.3 Form only.

14.0 Execution of Documents

14.1 Form only.

15.0 Bequests and Donations

15.1 Unchanged.

15.2 Unchanged.

16.0 Conflict of Interest

16.1 Unchanged.

16.2 Unchanged.

[Former Section XIV, Books and Records, deleted]

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- 12.2 Subject to the direction of the Board, the President shall fix the remuneration and the terms and conditions of employment of employees, consultants and advisors of the Centre.

13.1 Bank Accounts, Cheques, Drafts and Notes

- 13.2 Cheques on the bank accounts of the Centre, drafts drawn or accepted by the Centre, promissory notes given by it, acceptances, bills of exchange, orders for payment of money and other instruments of a like nature may be made, signed, drawn, accepted or endorsed, as the case may be, by such officers or persons as the Board may designate.
- 13.3 Cheques, promissory notes, bills of exchange, orders for the payment of money and other negotiable instruments may be endorsed for deposit to the credit of the Centre's bank accounts of the Centre by such officers or persons, as the Board may designate for that purpose, or they may be endorsed for such deposit by means of a stamp bearing the name of the Centre.

14.0 Execution of Documents

- 14.1 Deeds, agreements, contracts, instruments in writing and any other administrative documents that require execution or certification on behalf of the Centre shall be signed by the President or by such other persons as may be designated by the President in writing.

15.0 Bequests and Donations

- 15.1 No gift, bequest or donation shall be accepted by or on behalf of the Centre without the prior approval of the Board.
- 15.2 Where a gift, bequest or donation to the Centre is approved by the Board, it shall be dealt with in accordance with its terms and with the conditions of its acceptance by the Board.

16.0 Conflict of Interest

- 16.1 During the consideration of any proposed appropriation of funds or resources of the Centre to a proposed beneficiary, by the Board or by a Committee thereof, any director who is officially or formally connected with the proposed beneficiary, shall indicate his relationship with the proposed beneficiary, shall refrain from voting on such appropriation, and shall withdraw from the meeting at the time the vote is taken, but such a withdrawal shall be deemed not to affect the existence of a quorum.
- 16.2 No Director, other than the President, shall, during his term of office as a Director, enter into a contract with the Centre, whether as an employee, independent contractor or otherwise.

17.0 Amendment of By-Laws

- 17.1 Requirement of twenty clear working days notice replaced with requirement of thirty clear days notice.

17.0 Amendment of By-Laws

- 17.1 At any duly constituted meeting of the Board, a vote of the majority of the Directors in office may make, amend or repeal the By-Laws, provided that written notice of any proposed amendment, which notice shall include the full text of the amendment, has been given to all Directors not less than thirty (30) clear days prior to the meeting.

Created: XXXX
Amended: XXXX

BY-LAWS

OF

THE INTERNATIONAL CENTRE FOR OCEAN DEVELOPMENT

Halifax, Nova Scotia

Effective 20 November 1991
Amended None

**BY-LAWS
OF
THE INTERNATIONAL CENTRE FOR OCEAN DEVELOPMENT**

1.0 Citation

- 1.1 These By-laws are approved by resolution of the Board pursuant to section 14 of the Act and may be cited as the ICOD By-Laws.

2.0 Definitions

- 2.1 In these By-laws,

- (a) "Act" means the International Centre for Ocean Development Act, RSC 1985, c. 17 (1st Supp.)
- (b) "Board" means the Board of Directors of the International Centre for Ocean Development;
- (c) "Centre" means the International Centre for Ocean Development;
- (d) "Chairman" means the Chairman of the Board and includes an acting Chairman;
- (e) "Executive Officer" means a person designated by section 11.1;
- (f) "ICOD" means the International Centre for Ocean Development;
- (g) "Officer" means a person designated by section 9.1;
- (h) "President" means the President of the Centre and includes an acting President;
- (i) "Regular meeting" of the Board means a meeting of the Board required to be held pursuant to the Act and includes the annual meeting.

3.0 Offices

- 3.1 The principal office of the Centre shall be located in accordance with the Act.
- 3.2 The Centre may establish and maintain such other offices as the Board may determine from time to time.

4.0 Corporate Seal

- 4.1 The corporate Seal of the Centre shall be in such form as may be approved by the Board from time to time.
- 4.2 The Board may approve such ancilliary corporate seals of the Centre as the Board may consider appropriate and may specify conditions for the custody and use of ancilliary seals.

5.0 Meetings of the Board

- 5.1 The meetings of the Board shall be held in accordance with the Act and at such times and places as the Board may from time to time determine.
- 5.2 An annual meeting of the Board shall be held in each year at a time and place determined by the Board.
- 5.3 At each annual meeting of the Board, the following agenda items shall be transacted:
 - (a) Election of the Vice-Chairman
 - (b) Election of Executive Committee members
 - (c) Election of Audit and Evaluation Committee members
 - (d) Designation of the Chairman of the Audit and Evaluation Committee
 - (e) Election of additional committee members
 - (f) Designation of additional committee chairmen
- 5.4 The Chairman, after consultation with the members of the Executive Committee, may call a special meeting of the Board when the Chairman deems it necessary and shall call a special meeting of the Board upon the receipt of a written request from the President, the Executive Committee or three or more directors.
- 5.5 Upon the receipt of a written request for a meeting of the Board from the President, the Executive Committee or three or more directors, the Chairman shall call such a special meeting of the Board not less than 30 days and not more than 60 days from the receipt of the request.
- 5.6 Notice of meetings of the Board shall be delivered or mailed or telegraphed or sent by any other form of transmitted or recorded message to each Director not less than twenty (20) clear days before the meeting is to take place, provided that:
 - (a) meetings of the Board may be held at any time without the formal notice if all the Directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence; and

- (b) notice of any meeting or any irregularity in any meeting or notice thereof may be waived by any Director.
- 5.7 The Chairman shall preside at all meetings of the Board.
- 5.8 If the Chairman is absent or incapacitated or if the office of Chairman is vacant, the Vice-Chairman shall preside at all meetings of the Board and if the Vice-Chairman is absent or incapacitated or if the office of Vice-Chairman is vacant, the Board may elect one of the directors who is not an executive officer of the Centre to act as chairman of the meeting.
- 5.9 Questions arising at any meeting of the Board shall be decided by majority of the votes of the Directors present. In case of an equality of votes, the chairman of the meeting, shall have a second, or casting, vote.
- 5.10 Where, at the time and place set for a meeting of the Board a quorum pursuant to the Act does not exist, the Directors who are present may adjourn the meeting from time to time until a quorum is present.
- 5.11 Where the President is unable to attend a meeting of the Board, the President may designate a representative to attend in the place of the President, but such representative shall not be entitled to vote.
- 6.0 Executive Committee**
- 6.1 The Executive Committee of the Board shall be composed of the Chairman, the Vice-Chairman, the President, and two other Directors who shall be elected by the Board at each annual meeting of the Board and shall hold office until the next annual meeting of the Board or until their successors are elected, whichever shall later occur.
- 6.2 A Director may resign from the Executive Committee by written notice to the Chairman.
- 6.3 A Director whose term of service as a member of the Executive Committee has expired shall be eligible for re-election.
- 6.4 Where, the position of a Director on the Executive Committee becomes vacant during the term of that Director, the Executive Committee may appoint another Director to the Executive Committee for the unexpired committee term of the former member.
- 6.5 The Chairman shall preside at all meetings of the Executive Committee and if the Chairman is absent or incapacitated or if the office of Chairman is vacant, the Vice-Chairman shall preside at all meetings of the Executive Committee and if the Vice-Chairman is absent or incapacitated or if the office of Vice-Chairman is vacant, the Executive Committee may elect one of the members present who is not an executive officer of the Centre to act as chairman of the meeting.
- 6.6 The Executive Committee shall meet as required between regular meetings of the Board.

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- 6.7 The Chairman shall give reasonable notice of meetings of the Executive Committee to all Executive Committee members.
 - 6.8 No error or omission in giving notice of any meeting of the Executive Committee shall invalidate such meeting or any proceedings taken thereat.
 - 6.9 With the consent of a majority of members of the Executive Committee, meetings of the Executive Committee may be conducted by telephone conference or other means where it is impossible or impractical for members to assemble in person.
 - 6.10 Questions arising at any meeting of the Executive Committee shall be decided by majority of the votes of the Directors present. In case of an equality of votes, the chairman of the meeting, shall have a second, or casting, vote.
 - 6.11 Three members of the Executive Committee, one of whom shall be the Chairman or the President, and two of whom shall be Canadian Citizens, shall constitute a quorum at any meeting of the Executive Committee.
 - 6.12 Where, at the time and place set for a meeting of the Executive Committee a quorum does not exist, the members who are present may adjourn the meeting from time to time until a quorum is present.
 - 6.13 Minutes of all proceedings of the Executive Committee shall be transmitted forthwith to the Chairman and President and shall be tabled at regular meetings of the Board.
 - 6.14 Where the President is unable to attend a meeting of the Executive Committee, the President may designate a representative to attend in the place of the President, but such representative shall not be entitled to vote.
 - 6.15 The Executive Committee may exercise all of the powers and perform all of the functions of the Board between meetings of the Board in a manner consistent with the general policies of the Centre, and subject to the direction of the Board from time to time, provided that the Executive Committee shall not:
 - (a) alter any general policy of the Centre;
 - (b) approve the corporate plan of the Centre or amend an approved corporate plan of the Centre;
 - (c) approve or increase the operating budget of the Centre;
 - (d) approve the annual report of the Centre or amend an approved annual report of the Centre;
 - (e) amend or repeal the By-laws.

7.0 Audit and Evaluation Committee

- 7.1 There shall be an Audit and Evaluation Committee of the Board comprised of three Directors, the majority of whom shall be Canadian citizens and shall not be executive officers or employees of the Centre, which shall be the audit committee of the Board in accordance with the Financial Administration Act.
- 7.2 The members of the Audit and Evaluation Committee shall be elected by the Board at the annual meeting of the Board and shall hold office until the next annual meeting of the Board or until their successors are elected, whichever shall later occur.
- 7.3 A Director may resign from the Audit and Evaluation Committee by written notice to the Chairman.
- 7.4 A Director whose term of service as a member of the Audit and Evaluation Committee has expired shall be eligible for re-election.
- 7.5 Where, the position of a Director on the Audit and Evaluation Committee becomes vacant during the term of that Director, the Executive Committee may appoint another Director to the Audit and Evaluation Committee for the unexpired committee term of the former member.
- 7.6 One member of the Audit and Evaluation Committee shall be designated by the Board of Directors to be chairman of that committee.
- 7.7 The chairman of the Audit and Evaluation Committee shall preside at all meetings of the Audit and Evaluation Committee and if the chairman is absent or incapacitated or if the office of chairman is vacant the members of the Audit and Evaluation Committee who are present shall elect one of the Audit and Evaluation Committee members who is not an executive officer of the Centre to act as chairman of the meeting.
- 7.8 Two members of Audit and Evaluation Committee, one of whom shall be a Canadian citizen, shall constitute a quorum at meetings of the Audit and Evaluation Committee.
- 7.9 The Audit and Evaluation Committee shall meet as required between regular meetings of the Board.
- 7.10 In addition to any meetings of the Audit and Evaluation Committee convened pursuant to the Financial Administration Act, special meetings of that committee shall be called upon the direction of the Board or the Chairman or the chairman of the Audit and Evaluation Committee.
- 7.11 Reasonable notice of every meeting of the Audit and Evaluation Committee shall be given to all members of that committee and any person entitled to notice pursuant to the Financial Administration Act by the person calling such meeting.
- 7.12 With the consent of a majority of members of the Audit and Evaluation Committee, meetings of the Audit and Evaluation Committee may be conducted by telephone conference or other means where it is impossible or impractical for members to assemble in person.

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- 7.13 Questions arising at any meeting of the Audit and Evaluation Committee shall be decided by majority of the votes of the members present. In case of an equality of votes, the question shall be referred to the Board for resolution and the chairman of the meeting shall not have a second, or casting, vote.
- 7.14 Decisions of the Audit and Evaluation Committee shall be communicated to the Board in the form of a recommendation.
- 7.15 Minutes of all proceedings of the Audit and Evaluation Committee shall be transmitted forthwith to the Chairman and President and shall be tabled at regular meetings of the Board.
- 7.16 The Chairman or, in the absence of the Chairman, the Vice-Chairman, and the President shall receive notice and agenda of all meetings of the Audit and Evaluation Committee and shall be entitled to attend all such meetings, but, unless they are members of that committee, they shall be under no obligation to attend any meeting and shall not be counted in the determination of whether or not a quorum is present.
- 7.17 In addition to the powers and functions conferred upon the Audit and Evaluation Committee by the Financial Administration Act, that committee shall exercise such powers and perform such functions as may be prescribed by the Board.

8.0 Additional Committees of the Board

- 8.1 The Board may, from time to time, appoint from amongst its members such additional committees as the Board may consider advisable to consider, review, monitor, or supervise on behalf of the Board and otherwise make recommendations to the Board, on such matters and under such terms of reference as the Board may direct.
- 8.2 Additional committees of of the Board shall consist of not less than three and not more than five members.
- 8.3 A Director may resign from an additional committee of the Board by written notice to the Chairman.
- 8.4 A Director whose term of service as a member of an additional committee has expired shall be eligible for re-election.
- 8.5 Where, the position of a Director on an additional committee becomes vacant during the term of that Director, the Executive Committee may appoint another Director to that committee for the unexpired committee term of the former member.
- 8.6 One member of each additional committee of the Board shall be designated by the Board to be chairman of that committee.
- 8.7 The chairman of an additional committee shall preside at all meetings of such additional committee and if the chairman is absent or incapacitated or if the office of chairman is vacant the members of an additional committee who are present shall elect one of its members who is not an executive officer of the Centre to act as chairman of the meeting.

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- 8.8 Two members of an additional committee of the Board, one of whom shall be a Canadian citizen, shall constitute a quorum.
 - 8.9 Additional committees of the Board shall meet as required between regular meetings of the Board.
 - 8.10 Special meetings of an additional committee of the Board shall be called upon the direction of the Board, the Chairman or the chairman of that additional committee.
 - 8.11 Reasonable notice of every meeting of an additional committee shall be given to all members of that committee by the person calling such meeting.
 - 8.12 With the consent of a majority of members of an additional committee of the Board, meetings of such committee may be conducted by telephone conference or other means where it is impossible or impractical for members to assemble in person.
 - 8.13 Questions arising at any meeting of an additional committee of the Board shall be decided by majority of the votes of the members present. In case of an equality of votes, the question shall be referred to the Board for resolution and the chairman of the meeting shall not have a second, or casting, vote.
 - 8.14 Decisions of an additional committee of the Board shall be communicated to the Board in the form of a recommendation.
 - 8.15 Minutes of all proceedings of every additional committee of the Board shall be transmitted forthwith to the Chairman and President and shall be tabled at regular meetings of the Board.
 - 8.16 The Chairman or, in the absence of the Chairman, the Vice-Chairman, and the President shall receive notice and agenda of all meetings of every additional committee of the Board and shall be entitled to attend all such meetings, but, unless they are members of that committee, they shall be under no obligation to attend any meeting and shall not be counted in the determination of whether or not a quorum is present.

9.0 Officers of the Centre

- 9.1 The Officers of the Centre are the Chairman, Vice-Chairman, President, Vice-President, Secretary, Treasurer and such other Executive Officers as the Board from time to time may designate.

10.0 Vice-Chairman of the Centre

- 10.1 The Vice-Chairman of the Centre shall be elected by the Board from amongst the Directors who are Canadian Citizens at each annual meeting of the Board and shall hold office until the next annual meeting or until a successor is elected, whichever is later.
- 10.2 A Vice-Chairman whose term of office as Vice-Chairman has expired shall be eligible for reelection.

- 10.3 The Vice-Chairman shall exercise such powers and perform such functions of the Chairman as the Chairman may from time to time delegate.

11.0 Executive Officers of the Centre

- 11.1 The Executive Officers of the Centre are the President, Vice-President, Secretary, Treasurer and such additional executive officers as the Board from time to time may appoint.
- 11.2 Executive Officers other than the President shall be appointed by the Board upon the recommendation of the President and shall carry out such duties as are prescribed by the By-laws and as may be assigned to them by the President.
- 11.3 In the event of the absence or incapacity of the President or the vacancy of the office of President, Executive Officers other than the President may be appointed by the Board and shall carry out such duties as are prescribed by the By-laws and as may be assigned to them by the Board.
- 11.4 In addition to powers and functions prescribed by the Act, the President has, on behalf of the Board, the direction and management of the affairs of the Centre.
- 11.5 The Vice-President shall:
- (a) act as the Chief Operating Officer of the Centre;
 - (b) ensure that the systems and procedures of the Centre are developed and maintained;
 - (c) direct the administrative activities of the Centre;
 - (d) manage the selection and allocation of expert resources within ICOD;
 - (e) manage and participate in the planning processes within the Centre and ensure that the Centre responds to the requirements of central agencies and regulatory bodies;
 - (f) participate in the long range planning, forecasting and defining of corporate goals and objectives;
 - (g) guide the development of the personnel of the Centre and formulate plans for the enhancement of the Centre's human resources;
 - (h) assist the President in the conduct of the Centre's affairs;
 - (i) oversee the undertakings of the Centre on behalf of funding agencies;
 - (j) unless the Board otherwise directs, have the interim direction and management of the Centre if the President is absent or incapacitated or the office of President is vacant.

11.6 The Secretary shall:

- (a) serve as Secretary to the Board;
- (b) keep the records of the Centre;
- (c) enter or cause to be entered into the books kept for that purpose the minutes of proceedings at meetings of the Board, the Executive Committee, the Audit and Evaluation Committee, and any additional committees appointed by the Board;
- (d) give, on behalf of the Board, the Chairman and the President, the required notice of all meetings of the Board, the Executive Committee the Audit and Evaluation Committee and any additional committees of the Board;
- (e) co-ordinate the preparation of the annual report relating to the activities of the Centre for each fiscal year;
- (f) keep the custody of the seal of the Centre;
- (g) carry out such other duties as are assigned to the Secretary by the Board or the President.

11.7 The Treasurer shall:

- (a) manage the financial affairs of the Centre;
- (b) have custody of the funds and securities of the Centre;
- (c) co-ordinate the preparation of the budget of the Centre for each fiscal year;
- (d) prepare the financial statements required for the annual report of the Centre for each fiscal year;
- (e) supervise the operation of any accounts established by the Centre for its operations;
- (f) provide for the Auditor General of Canada or his representatives such information relating to the accounts and financial transactions of the Centre as may be required;
- (h) carry out such other duties as are assigned to the Treasurer by the President or the Audit and Evaluation Committee.

11.8 Where for any reason the office of the Vice-President, Secretary, Treasurer, or any other Executive Officer becomes vacant, the President may appoint a replacement to that office on the same terms and conditions, but such appointment shall not extend past the date of the next meeting of the Board.

12.0 Terms and Conditions of Employment

- 12.1 Subject to the direction of the Board, the President shall fix the remuneration and the terms and conditions of employment of employees, consultants and advisors of the Centre.

13.1 Bank Accounts, Cheques, Drafts and Notes

- 13.2 Cheques on the bank accounts of the Centre, drafts drawn or accepted by the Centre, promissory notes given by it, acceptances, bills of exchange, orders for payment of money and other instruments of a like nature may be made, signed, drawn, accepted or endorsed, as the case may be, by such officers or persons as the Board may designate.
- 13.3 Cheques, promissory notes, bills of exchange, orders for the payment of money and other negotiable instruments may be endorsed for deposit to the credit of the Centre's bank accounts of the Centre by such officers or persons, as the Board may designate for that purpose, or they may be endorsed for such deposit by means of a stamp bearing the name of the Centre.

14.0 Execution of Documents

- 14.1 Deeds, agreements, contracts, instruments in writing and any other administrative documents that require execution or certification on behalf of the Centre shall be signed by the President or by the Vice-President unless the President otherwise directs, or by such other persons as may be designated by the President in writing.

15.0 Bequests and Donations

- 15.1 No gift, bequest or donation shall be accepted by or on behalf of the Centre without the prior approval of the Board.
- 15.2 Where a gift, bequest or donation to the Centre is approved by the Board, it shall be dealt with in accordance with its terms and with the conditions of its acceptance by the Board.

16.0 Conflict of Interest

- 16.1 During the consideration of any proposed appropriation of funds or resources of the Centre to a proposed beneficiary, by the Board or by a Committee thereof, any director who is directly or indirectly connected with the proposed beneficiary, shall indicate his relationship with the proposed beneficiary, shall refrain from voting on such appropriation, and shall withdraw from the meeting during discussion of the question and at the time the vote is taken, unless the Board requests the presence of that Director for the purpose of discussion of specific issues, following which that Director shall withdraw from the meeting until after the vote has been taken, but such a withdrawal shall be deemed not to affect the existence of a quorum.

16.2 No Director, other than the President, shall, during his term of office as a Director, enter into a contract with the Centre, whether as an employee, independent contractor or otherwise.

17.0 Amendment of By-Laws

17.1 At any duly constituted meeting of the Board, a vote of the majority of the Directors in office may make, amend or repeal the By-Laws, provided that written notice of any proposed amendment, which notice shall include the full text of the amendment, has been given to all Directors not less than thirty (30) clear days prior to the meeting.

Created: BD91/2/R--
Amended: None