

**CHARTER  
OF THE  
CATALYSIS SUBJECT DIVISION**  
(the “Division”)  
**OF THE  
CHEMICAL INSTITUTE OF CANADA**  
(the “Corporation”)

1. Establishment

The Division has been established by the Board of Directors of the Corporation (the “Board”) for Members of the Corporation who have a common interest, experience and/or training in the advancement of the knowledge and application of both heterogeneous and homogeneous chemical catalysis in Canada by encouragement of appropriate research and development in science and engineering.

The Division shall be comprised of all Members of the Chemical Institute of Canada in good standing who have duly signified their interest in the Division.

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

The policies approved by the Board applicable to the Division shall be referred to as the “Catalysis Subject Division Charter” or “Charter”. The Board may amend the Charter from time to time and shall provide a copy of the amendment to the Division within ten (10) days of being approved by the Board.

2. Purpose

The purpose of the Division is to further and promote the interests of all of the members of the Division involved in the pursuit of and understanding of catalysis within the Division, in accordance with the Corporation’s purposes, its Articles, By-laws, policies and this Charter.

The functions of the Division shall include, among others, the following:

- a) To arrange through its Executive Committee, meetings of the Division at the time of the annual conferences of either or each of the Societies, at the bi-annual Canadian Symposium on Catalysis, and/or at the bi-annual North American Catalysis Society Meeting.
- b) To maintain liaison with The Catalysis Society [of North America] and, subject to an agreement with The Catalysis Society, to have one of its members, the Vice-Chair, as a representative to the Board of The Catalysis Society. The Vice-Chair shall report back to the Executive Committee after meetings or communications with The Catalysis Society.
- c) To maintain liaison with the International Congress on Catalysis and, have the immediate Past Chair and current Chair of the Division be the Canadian representatives to the International Congress on Catalysis. These representatives shall report back to the Executive Committee after meetings or communications with the International Congress on Catalysis.
- d) Subject to the approval of the Board to undertake any other activities that its Executive Committee consider to be consistent with the purpose of the Division.

### 3. Appointment and Removal of Division Members

In accordance with the By-laws of the Corporation, the Division and its members shall be established by the Board or a committee of the Board, and shall remain members until such member's resignation or removal. Any Division member, with or without cause, may be removed from the Division by a majority vote of the Board.

### 4. Division Executive Committee

The Division Executive Committee shall consist of four Officers – Past Chair, Chair, Vice-Chair, and Secretary/Treasurer – and four to six Members-At-Large. The members of the Division, by majority vote, shall designate the Executive Committee at the Annual General Meeting held in conjunction with the Canadian Symposium on Catalysis.

The Officers of the Division shall serve for a period of two years in a specific position (Chair, Vice-Chair or Secretary/Treasurer). The Vice-Chair generally moves to the position of Chair, the Secretary/Treasurer to Vice-Chair, and the Chair to Immediate Past-Chair at the end of each two-year term. The outgoing Chair may not be elected to a second consecutive term as Chair but may be re-elected as a Division Officer after the lapse of two years following the Annual General Meeting at which the member ceased to be Chair.

Alternatively, the Board or a committee of the Board may appoint Officers of the Division.

The Division Chair shall set the agendas for and chair Division meetings. The Chair shall also be the chief manager of the Division and be responsible for implementing the purposes of the Division in a timely manner. The Chair shall be a member ex officio of all committees of the Division.

The Division Vice-Chair shall assist the Division Chair in carrying out his/her duties, as required. The Vice-Chair shall succeed the Chair if he/she leaves office before completing his/her term. The Vice-Chair shall be the Division's representative to the Board of The Catalysis Society [of North America].

In the absence of both the Chair and Vice-Chair, the Immediate Past Chair shall assume their duties and responsibilities. The Immediate Past Chair shall also be the Chair of the Nominating Committee.

The Division Secretary/Treasurer shall attend all Division meetings and record the minutes of such meetings. The Division Secretary/Treasurer shall be responsible for delivering all notices and correspondence to Division members and the Corporation and keeping all of the books, paper, records and other documents of the Division. The Division Secretary/Treasurer shall also be responsible for directing the CIC office to disburse and deposit Division funds, ensuring that proper accounting records are maintained, and reporting finances to the Division and the Board or committee of the Board. The Director of Finance of the Corporation will participate in any review or audit of the Division's accounting records with the accountant/auditor for the Corporation. The Vice-Chair shall assume the role of the Secretary/Treasurer if he/she leaves office before completing his/her term, but a new Secretary/Treasurer shall be sought as soon as possible.

The Division Executive Committee will include four to six Members-at-large who each hold office for four years. The Members-At-Large shall hold office at staggered times so that not all members retire in the same year. The Members-At-Large will provide input on decisions within the Executive, and be responsible for nominating people for the Division Awards. The Members-At-Large will include at least one professor, and one representative from industry. Post-doctoral fellows may also be chosen as Members-At-Large and may continue to serve after they have completed their post-doctoral fellowship.

One of the Members-At-Large will be responsible for maintaining the Division website (<http://www.catalysisdivision.ca/>).

The Executive Committee members shall be installed and normally take office at the Annual General Meeting at which they are elected.

The Executive should reflect the diversity of the Division in every aspect (age, gender, geographic location across Canada, employment sector, etc.). It is expected that the Officers of the Division will have been members of the Division for at least two years before being put forward as an Executive Committee candidate.

#### 5. Nominating Committee and Elections

The Nominating Committee shall consist of three members including the Immediate Past Chair, who is the Chair of the Nominating Committee. The Nominating Committee shall prepare a slate of Executive Committee members and, having ascertained their willingness to serve, shall arrange through the Secretary/Treasurer for the publication of the slate on the Division website and through an email announcement to all Division members. Such further nominations shall bear the signatures of at least two members of the Division and shall be accompanied by the written consent of the nominee to serve, and shall be mailed to the Chair of the Nominating Committee not later than two weeks prior to the Annual General Meeting.

If no further nominations are received, the slate shall be presented at the Annual General Meeting for adoption. If further nominations are received, the vote shall be by secret ballot at the Annual General Meeting. The Vice-Chair shall prepare the ballot forms.

Any vacancy occurring in the Executive Committee for any reason may be filled by appointment by the Executive Committee, with the appointee to serve until the next Annual General Meeting.

#### 6. Meetings of the Division

The Annual General Meeting of the Division shall be held on at the time of the annual conferences of either or each of the Societies, at the bi-annual Canadian Symposium on Catalysis, and/or at the bi-annual North American Catalysis Society Meeting. The time between successive Annual General Meetings shall not exceed 30 months. Ten members of the Division shall constitute a quorum for the transaction of business.

The agenda shall include provisions for:

- 1) Minutes of the preceding Annual General Meeting
- 2) Report by Chair of the Division
- 3) Financial Report
- 4) Report by Chair of Nominating Committee
- 5) Election
- 6) New Business

Decisions at meetings of the Division members shall be made by a majority vote of the Division members. Any decisions that affect this Charter will be incorporated into an amended Charter within six months.

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

There shall be a meeting of the Executive Committee as soon as feasible after the Annual General Meeting. The Chair or Vice-Chair and Secretary/Treasurer, and three other members of the Executive Committee shall constitute a quorum for the transaction of Division business.

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

The Division may invite to its meetings any Director or officer of the Corporation, and any other person whom it deems appropriate to consult in order to carry out its purposes and responsibilities. The Division may also exclude from its meetings any person it deems appropriate to exclude in order to carry out its responsibilities, save and except for a Director or officer of the Corporation.

The Secretary/Treasurer shall keep a record of the proceedings of the Annual General Meeting of the Division and of the meetings of the Executive Committee, and of all other matters concerning the Division, and shall attend to all correspondence of the Division. The Secretary/Treasurer shall make a financial report at the Annual General Meeting and shall issue minutes of the Annual General Meeting within one month, sending a copy of these to the National Office of the Corporation. The Secretary/Treasurer shall also report to the Executive Committee at such other times as required.

#### 7. Function

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

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

The Division shall also comply with and carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Division.

#### 8. Use of Division Monies

The Division may raise monies to fund its operations and those monies, together with any monies received from the Corporation, shall be used to further the Division's purpose as the Division sees fit, provided they are in compliance with the Corporation's Articles, By-laws and policies. In the event the

Division retains monies far in excess of what is required to further its purpose without those monies being earmarked for upcoming projects or extra-ordinary expenses, and in the opinion of the Board retention of those monies may jeopardize the not-for-profit status of the Corporation, the Board shall be entitled to require the Division to spend down these excess monies in order to further the purposes of the Division. Should the Division fail to spend the excess monies in a reasonable time, the Board retains the right to transfer of such excess monies to the Corporation's account, and use the excess monies to further the purposes of the Division and/or the Corporation.

#### 9. Division Banking

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

The Division shall not be permitted to borrow money.

#### 10. Review and Reporting

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

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

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

#### 11. Use of Intellectual Property of the Corporation

The Division shall be permitted to hold itself out as a Division of the Corporation and may use the Corporation's intellectual property, such as its name, trademarks and logos, in connection with its purpose and in accordance with manner and form approved by the Board. The Division shall maintain the high standard of quality associated with the Corporation's intellectual property. The Division shall cease to use any of the Corporation's intellectual property immediately upon notice from the Board.

#### 12. Amendment

The Charter of the Division may be amended at an Annual General Meeting of the Division by a two-thirds affirmative vote of the members present provided a quorum is present and a notice of motion has been received by the Secretary/Treasurer at least two months in advance of such meeting. A notice of such amendment shall appear on the Division website at least one month before the Annual General Meeting at which the amendment will be discussed. Such amendments shall not be effective until approved by the Board of Directors of the Corporation.

13. Dissolution or Suspension of Division

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

*Date: May 12, 2014*

*Approved by the Catalysis Division*

*Date, 2014*

*Approved by the Board of Directors of the Chemical Institute of Canada*

Amendments: