



BY-LAWS OF THE STANDARDS COUNCIL OF CANADA

ARTICLE I - GENERAL

1. The composition, organization and business of the Standards Council shall be in accordance with the Standards Council of Canada Act.

ARTICLE II - MEETINGS

1. The Council shall meet from time to time as may be determined by the Chairperson. One meeting will be held annually within three months after the termination of the fiscal year to approve the annual audited financial statements. At each meeting of Council, an in-camera session will be held.
2. A meeting may be called at the request in writing of a minimum of 4 members citing in detail a specific subject of urgent importance for discussion.
3. A quorum at any meeting of the Council shall be constituted by one-half of the number of members in office at the date of the meeting. Council members are expected to attend, and actively participate in meetings.
4. A meeting of the Council or a committee of the Council may be held by means such as telephonic, electronic or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other during the meeting.

ARTICLE III - VOTING

1. Decisions of the Council can be taken at a Council meeting or by letter ballot. A decision at a meeting or by letter ballot requires a simple majority of voting Council members in office at the date of the meeting. If, however, that number is less than the quorum number, then the voting on this matter will be deferred to a future meeting or held by letter ballot at a later date.
2. The decision to take a vote by letter ballot, either by correspondence or electronic means, shall be made by the Chairperson. Under normal circumstances, decisions on substantive issues will be made at Council meetings. Items to be letter balloted shall be prepared and submitted with all pertinent supporting material to Council through the Council Secretariat. If, however, a minimum of 3 members of Council request that the question be deferred to their next meeting then the voting on that letter ballot question shall be null and void.
3. Members casting a negative vote on a letter ballot item must provide a written rationale.



4. In the case of a member casting a negative letter ballot vote, the Corporate Secretary, in consultation with the Chairperson, shall take the following courses of action:
 - a) attempt to clarify and resolve the issue raised by the Council member to the satisfaction of that member, and enable that member to re-cast his or her vote;
 - b) respond in writing to the issue raised by the Council member and ensure that this information together with the rationale for the negative vote are made available to all Council members;
 - c) enable all other Council members to re-cast their vote on this item.
5. No changes shall be made to an item submitted to Council members for vote by letter ballot following the dispatch of that item from the Council Secretariat. Should any change be required to an item submitted to letter ballot, the voting on that letter ballot question shall be declared null and void. A revised version of that item shall then be re-submitted to Council members for voting.
6. Voting by letter ballot shall be terminated when all members have voted or 14 days after the dispatch of the ballot from the SCC Head Office unless otherwise agreed to.
7. The returned letter ballots shall be counted by the Secretary of the Council and one other staff officer, following which the Secretary will advise the members of the results of voting.

ARTICLE IV - COMMITTEES

1. Except for the Provincial-Territorial Advisory Committee (PTAC) and the Standards Development Organizations Advisory Committee (SDOAC), standing, ad hoc, or other committees of the Council for any specific activities may be appointed by the Council. The term of office of selected members shall be for a duration not to exceed three consecutive years and may be renewed. However, the term of office of any person appointed to an ad hoc committee shall terminate not later than on the completion of the project for which the committee was formed.
2. If an advisory committee is appointed it may include persons other than members of the Council.

ARTICLE V - DUTIES OF OFFICERS

1. The Executive Director is the chief executive officer of the Council and has supervision over and direction of the work of staff of the Council, and will be responsible to the Chairperson for the discharge of these duties. Without limiting the generality of the foregoing, the Executive Director :
 - a) shall receive, expend and account for the funds of the Council;
 - b) shall attend all meetings of the Council, unless the Chairperson has formally approved the absence, and ensure the provision of secretariat services for such meetings;



- c) may authorize expenditures and sign cheques on the Council bank account.
2. The Secretary of the Council shall be appointed by the Council upon the recommendation of the Chairperson and the Executive Director jointly. He/she shall be responsible to the Chairperson for all matters pertaining to the content and conduct of Council meetings as well as for communications with Council members and committees. He/she will be responsible to the Executive Director for all other matters. The Secretary shall attend all meetings of the Council unless the Chairperson has formally approved the absence.
3. The Treasurer of the Council shall be appointed by the Council upon the recommendation of the Executive Director. He/she shall be the chief financial officer of the Council, responsible directly to the Executive Director. Without limiting the generality of the foregoing and within specific guidelines established by the Executive Director, the Treasurer may:
 - a) receive and deposit funds to the Council bank account;
 - b) invest funds surplus to immediate requirements;
 - c) authorize expenditures and sign cheques on the Council bank account.

ARTICLE VI - TECHNICAL AND SPECIAL ADVISERS

1. The Council may engage for temporary periods or for special projects, the services of persons having a technical or specialized knowledge of any matter relating to the work of the Council to advise and assist the Council in the performance of its duties under the Act, and may, with the approval of Treasury Board, fix and pay their remuneration and expenses. Such engagements shall not exceed two years in duration.

ARTICLE VII - USE OF OFFICIAL LANGUAGES OF CANADA

1. All proceedings of the Council, and consequent recordings of such proceedings, shall be in both official languages of Canada.

ARTICLE VIII - FINANCE

1. The Council shall maintain a bank account in a chartered bank of Canada in which all receipts will be deposited and through which all financial business of the Council shall take place.
2. Funds surplus to immediate requirements shall be invested in bank certificates of a chartered bank bearing the current interest rate.

ARTICLE IX - EXECUTION OF DOCUMENTS

1. Deeds, transfers, contracts and other instruments in writing, not including financial documents, made on behalf of the Council shall be signed by any two of the following:



The Chairperson
The Vice-Chairperson
The Executive Director
The Secretary

ARTICLE X - CORPORATE SEAL

1. The Council shall have a Corporate Seal. The Seal shall contain the Council logo surrounded by the words "Standards Council of Canada Established 1970, Conseil canadien des normes créé en 1970".
2. The custody of the Seal shall be entrusted to the Secretary who is authorized to affix the Seal, when required, to deeds, transfers, contracts and other instruments in writing, signed by an officer or officers referred to in ARTICLE IX.

ARTICLE XI - AMENDMENTS TO BY-LAWS

1. The Council may from time to time enact, amend, repeal, or re-enact any By-Laws but no such enactment, amendment, repeal or re-enactment shall be implemented until after due notice to members in office at the date of the meeting that this has been sanctioned by a simple majority vote at a meeting of the Council.
2. The Agenda of the meeting at which proposed changes in these By-Laws are to be considered for action shall set forth in full the details of the proposed changes and shall be circulated to all members at least 21 days in advance of the meeting at which they are to be considered.

ARTICLE XII - RULES OF ORDER

1. Except where inconsistent with provisions of these By-Laws or other statutory provisions which may apply, the proceedings of the Council and of its committees shall be governed by Robert's Rules of Order.