



BY-LAWS

relating generally to the conduct of the business and affairs of the

INTERNATIONAL COMMISSION ON MICROBIOLOGICAL SPECIFICATIONS FOR FOOD (ICMSF)

(hereinafter the "Commission")

SECTION ONE Interpretation

1.01 Definitions - In this by-law and all other by-laws and special resolutions of the Commission unless the context otherwise requires:

- a. "Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Commission;
- c. "board" means the board of directors of the Commission and "director" means a member of the board;
- d. "by-law" means this by-law and any other by-law of the Commission as amended and which are, from time to time, in force and effect;
- e. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- f. "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- g. "proposal" means a proposal submitted by a member of the Commission that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- h. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- i. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

Other than as specified above, words and expressions defined in the Act have the same meanings when used herein.

1.02 In all by-laws of the Commission, where the context so requires or permits, the singular shall include the plural and the plural the singular; the word "person" shall include an individual, partnership, corporation, executor, administrator and legal representative, and the masculine or feminine shall include all genders.

SECTION TWO

Purpose

2.01 Purpose – The primary goal of the Commission is to provide timely, science-based guidance to government and industry on appraising and controlling the microbiological safety of foods. The primary objectives of ICMSF include:

- a. To provide the scientific basis for microbiological criteria and to promote principles for their establishment and application.
- b. To overcome the difficulties caused by nations' varying microbiological standards and analytical methods.

2.02 Approach – The Commission and its works shall be carried on without purpose of gain for its members, and any profits or other accretions to the Commission shall be used in promoting its purpose as specified in the articles.

SECTION THREE

Corporate Seal

3.01 Corporate Seal – The seal, an impression of which is on the first page of this document, shall be the seal of the corporation. The Secretary of the Commission shall be the custodian of the corporate seal.

SECTION FOUR

Business of the Commission

4.01 Fiscal and Operating Year – The fiscal year of the Commission shall end on the 31st day of December in each year.

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

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

4.04 Annual Financial Statements – The Commission may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Commission and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

4.05 Borrowing – The Board may, without authorization of the members:

- a. borrow money on the credit of the Commission;

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

4.06 Public Accountant – The members shall, by ordinary resolution at each annual meeting, appoint an eligible Public Accountant to conduct a financial review of the annual financial statements of the Commission, unless such appointment is dispensed with in accordance with the Act. The Public Accountant, if one is appointed, shall hold office until the next annual meeting, except that if the Public Accountant dies, resigns, or is removed by ordinary resolution of the members before the end of his or her term, the vacancy may be filled at the meeting at which the Public Accountant is removed or otherwise shall be immediately filled by the directors. A Public Accountant appointed to fill a vacancy shall hold office for the unexpired term of his or her predecessor. The remuneration of the Public Accountant may be fixed by ordinary resolution of the members, or if not so fixed, may be fixed by the directors.

SECTION FIVE

Members

5.01 Membership – Members of the Commission shall be admitted pursuant to section 5.03. There shall be 20 members, or whatever number may be fixed from time to time by a majority vote of the membership.

5.02 Classes of Membership – Subject to the articles, there shall be one class of members in the Commission, namely, General Class members. The following conditions of membership shall apply:

- a. General Class voting membership shall be available to persons who have been accepted for General Class voting membership in the Commission.
- b. The term of membership of a General Class voting member shall be indefinite, subject to termination in accordance with the Act and these by-laws.
- c. As set out in the articles, each General Class voting member is entitled to receive notice of, attend and vote at all meetings of members and each General Class voting member shall be entitled to one (1) vote at such meetings.

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

5.03 Admission to General Class Membership – Individuals who meet the requirements for membership as provided for in these by-laws and who are approved by an ordinary resolution of the membership shall be made General Class members of the Commission. A majority of the members shall be specialists in food microbiology, with the remainder being from complementary disciplines from no fewer than seven countries.

5.04 Membership Dues – There shall be no dues payable by members for membership in the Commission.

5.05 Resignation of Members – Members may resign by resignation in writing which shall be effective upon receipt thereof by the board.

5.06 Expulsion of Members – The membership may by ordinary resolution expel any member of the Commission for failure to actively participate or for any other reason. The expelled member shall not have any right of appeal.

5.07 Termination of Membership – A member shall cease to be a member of the Commission when:

- a. the member dies;
- b. the member misses three meetings in succession without just cause and is so notified in writing by the Chair of the Commission;
- c. the member reaches the age of 65 or retires from professional life, whichever comes first, in which case termination will be effective as of the last day of the general members' meeting immediately following either of these two events;
- d. the member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- e. the member resigns by resignation in accordance with the by-laws;
- f. the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws; or
- g. the Commission is liquidated or dissolved under the Act.

5.08 Effect of Termination of Membership – Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Commission, automatically cease to exist.

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

SECTION SIX

Meetings of Members

6.01 Annual Meeting – Subject to the provisions of the Act, the annual meeting of the members shall be at such place within Canada and on such date in each year as the board may determine, provided that a meeting of members may be held outside of Canada if all members entitled to vote at that meeting so agree. A member who attends a meeting of members held outside Canada is deemed to have agreed to it being held outside Canada, except when the member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held.

6.02 Special Meetings – The directors of the Commission may at any time call a special meeting of members.

6.03 Closed Meetings – All meetings of the Commission shall be closed to any individuals not entitled to vote at that meeting.

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

6.05 Notice – Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 7 to 14 days before the day on which the

meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

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

6.06 Waiver of Notice – Any person who is entitled to notice of a meeting of members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

6.07 Quorum – A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

6.08 Absentee Voting at Members' Meetings – Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by means of a telephonic, electronic or other communication facility if the Commission has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Commission without it being possible for the Commission to identify how each member voted.

Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Commission to change this method of voting by members not in attendance at a meeting of members.

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

6.10 Chair – The Chair, if such an officer has been appointed and is present, or in his or her absence the Secretary or Treasurer, shall be the chair of any meetings of the members of the Commission. If no such officer is present at any meeting of members, the members present at a meeting of members shall, by resolution passed at the commencement of the meeting (which may be introduced by any member present at the meeting), choose a member present to be chair of the meeting.

6.11 Votes to Govern – At any meeting of members, every question shall, unless otherwise be required by the Act, the articles or these by-laws, be determined by the majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a ballot, the chair of the meeting shall be entitled to a second or casting vote.

6.12 Adjournment – The chair may, with the consent of any meeting, adjourn such meeting from time to time and if a meeting is adjourned for less than thirty (30) days, no notice of such adjournment need be given to the members. If a meeting of members is adjourned by one or

more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

6.13 Resolution in Writing – A resolution in writing signed by all of the members entitled to vote thereon at a meeting of members is as valid as if it had been passed at a meeting of the members.

SECTION SEVEN

Directors

7.01 Number of Directors – The board shall consist of three (3) directors, who shall be officers of the Commission.

7.02 Qualification – The following persons are disqualified from being a director of the Commission:

- a. anyone who is less than 18 years of age;
- b. anyone who is not a member in good standing of the Corporation;
- c. anyone who has been declared incapable by a court in Canada or in another country;
- d. a person who is not an individual; and
- e. a person who has the status of a bankrupt.

7.03 Election and Term – Directors shall be elected at annual meetings of members and shall serve for a term of four (4) years, after which they shall be eligible for re-election. The election of directors shall be by ordinary resolution of the members. Members may call for fresh nominations as deemed fitting, on the recommendation of any member. If an election of the directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

7.04 Resignation of Directors – A resignation of a director becomes effective at the time a written resignation is sent to the Commission or at the time specified in the resignation whichever is later.

7.05 Termination of Directors – A director of the Commission ceases to hold office when the director becomes disqualified, dies, resigns, or is removed by ordinary resolution at a special meeting of members to remove any director(s) from office.

7.06 Vacancies – Subject to the Act, a quorum of directors may fill a vacancy among the directors, except a vacancy resulting from an increase in the number of the minimum or maximum number of directors provided for in the articles or a failure to elect the number or minimum number of directors provided for in the articles.

7.07 Remuneration of Directors – Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in performing his or her duties.

7.08 Indemnification of Directors and Others – Subject to the Act, every director of the Commission 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 Commission, from and against:

- a. all costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in

- or about the execution of the duties of their office or in respect of any such liability;
- b. all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

SECTION EIGHT

Meetings of Directors

8.01 Calling of Meetings – There shall be at least one (1) meeting per year of the board. Meetings of the board may be called by the Chair of the board or any two (2) directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator.

8.02 Notice – Meetings of the board may be held at any time and place to be determined by the board provided that 48 hours notice of such meeting shall be given to each director. No error or omission in giving notice of any meeting of the board or any adjourned meeting of the board 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.

8.03 Waiver of Notice – A director may waive notice of a meeting of directors, and attendance of a director at a meeting of directors is a waiver of notice of the meeting, except if the director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

8.04 Chair – The Chair, if such an officer has been appointed and is present, or in his or her absence the Secretary or Treasurer, shall be the chair of any meetings of the board. If no such officer is present at any meeting of the board, the directors present shall choose one of their number to act as chair of such meeting.

8.05 Voting at Meetings – Each director is authorized to exercise one (1) vote. Questions arising in any meeting of directors shall be decided by a majority of votes. Any officer of the Commission, including the Chair, the Secretary and the Treasurer, at all directors meetings may move, second or vote upon any resolution, by-law or any other matter or thing and may act in any matter whatsoever as if he or she were a director only and not an officer of the Commission. In case of an equality of votes, the chair at the meeting shall not have a second or casting vote.

8.06 Participation by Electronic Means – A director may, in accordance with the regulations, if any, and if all the directors of the Commission consent, participate in a meeting of directors or of a committee of directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed for the purposes of this Act to be present at that meeting.

8.07 Resolution in Lieu of Meeting – A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or of a committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.

8.08 Reimbursement of Expenses – The directors shall be entitled to be reimbursed for reasonable expenses properly incurred by them in attending meetings of the board or any committee thereof.

8.09 Minutes of Board Meetings – The minutes of the board of directors shall not be available to the general membership of the Commission but shall be available to the board of directors, each of whom shall receive a copy of such minutes.

SECTION NINE

Officers

9.01 Election of Officers – The officers of the Commission shall be a Chair, a Secretary and a Treasurer, and any such other offices as the membership may by by-law determine. Officers are directors of the Commission and must be members of the Commission.

Officers shall hold office for four (4) years from the date of their election or until their successors are elected in their stead. Officers can be re-elected indefinitely.

9.02 Description of Offices – Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Commission shall have the following duties and powers associated with their positions:

- a. Chair – The Chair shall be the chief executive officer of the Commission and shall be responsible for implementing the strategic plans and policies of the Commission. The Chair shall, subject to the authority of the board, have general supervision of the affairs of the Commission and shall preside at all meetings of the board of directors and of the members.
- b. Secretary – The Secretary shall attend and be the Secretary of all meetings of the board, members and committees of the board. The Secretary shall enter or cause to be entered in the Commission's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to members, directors and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Commission.
- c. Treasurer – The Treasurer shall have such powers and duties as the board may specify, including providing notices to the public accountant and maintaining financial records, with copies being given to the Secretary.
- d. If the Chair is absent or is unable or refuses to act, the Secretary or Treasurer shall, as determined by other members or officers present, preside at all meetings of the board of directors and of the members.

9.03 Variation of Duties – The powers and duties of all other officers of the Commission shall be such as the terms of their engagement call for or the board or Chair requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

9.04 Vacancy in Office – The board may remove, whether for cause or without cause, any officer of the Commission. Unless so removed, an officer shall hold office until the earlier of:

- a. the expiration of the officer's term;
- b. the officer's successor being appointed;
- c. the officer's resignation; or
- d. such officer's death.

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

SECTION TEN

Sub-commissions

10.01 Constitution of Sub-commissions – The members may, from time to time, constitute such sub-commissions as they may deem necessary by way or ordinary resolution.

10.02 Membership of Sub-commissions – The membership of any subcommission shall include at least one member of the Commission. Other subcommission members shall be selected by majority vote of the members of the Sub-commission and may consist of persons who are not members of the Commission.

10.03 Sub-commission By-laws – Sub-commissions shall develop by-laws appropriate for their structure, region, and governing regulations. Such by-laws shall be reviewed by the Commission for consistency with the Commission's operating principles.

10.04 Regional Sub-commissions – Regional Sub-commissions shall be self-governing associates of the Commission. They shall be responsible for the raising and expenditure of their own funds and shall conduct meetings and educational programs consistent with the objectives of the Commission. In co-operation with the Commission, the Regional Sub-commissions shall conduct experimental programs in food microbiology and any publications arising from such programs shall require approval from the board of the Commission.

SECTION ELEVEN

Notices

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

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Commission or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Commission in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) and received by the Director;
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Commission to any notice or other document to be given

by the Commission may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

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

SECTION TWELVE

General Policies

12.01 Recommendations – The recommendations of the Commission will have no official status, the official promulgation of such recommendations being nationally the province of governments and internationally the province of the United Nations and its agencies such as WHO and FAO. Internationally, the recommendations of the Commission may be passed to organisations such as WHO, FAO, and Codex Alimentarius, as appropriate.

12.02 Publication – The Commission has the right to publish any or all of its deliberations or findings from its research or methods testing programs. Members or consultants may publish results of work sponsored by the Commission only with the approval of the directors of the Commission, and any such publication must make suitable acknowledgement to the Commission and to its sources of technical and financial support. Results of work that was in an individual member's possession prior to the Commission work, that was developed by the member independently of the Commission work, or is in the public domain does not need approval. The member has the obligation to inform the Commission if the publication is strongly related to the Commission work.

12.03 Reporting – The Commission shall keep the International Union of Microbiological Societies informed of its activities.

SECTION THIRTEEN

Miscellaneous

13.01 Invalidity of any provision of this by-law – The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

13.02 Amendment to By-Law – The board of directors may not make, amend or repeal any by-laws that regulate the activities or affairs of the Commission without having the by-law, amendment or repeal confirmed by the members by ordinary resolution. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (Fundamental Change) of the Act.

13.03 Dissolution – If the Commission should at any time be wound up or dissolved, the assets thereof remaining after payment of all debts and liabilities shall be distributed to the International Union of Microbiological Societies, excepting that if the Corporation is a soliciting corporation (as defined in the Act) at the time of dissolution, the assets shall instead be distributed to one or more qualified donees (as defined in the *Income Tax Act* (Canada)) selected by the board.

MADE by the board of directors this 20th day of October, 2014.

CONFIRMED by the members in accordance with the Act this 20th day of October, 2014.

Martin Cole _____
Director Name (Printed) Director Signature

Jeffrey Farber _____
Director Name (Printed) Director Signature

Fumiko Kasuga _____
Director Name (Printed) Director Signature