

**CHARTER
OF THE
SYSTEMS AND CONTROL SUBJECT DIVISION
(the “Division”)
OF THE
CANADIAN SOCIETY FOR CHEMICAL ENGINEERING
(the “Society”)**

1. Establishment

The Division has been established by the Board of Directors of the Society (the “Board”) for Members of the Society who have a common interest, experience and/or training in the process control and systems engineering sub-discipline of chemical sciences, as determined by the Board or a committee of the Board.

The Division shall be comprised of 40 or more Members of the Society or one of the other Constituent Societies of the Chemical Institute of Canada in good standing and at least one member of the Division shall have a working familiarity with basic governance and accounting practices (or acquire such familiarity within a reasonable period after his or her appointment).

The Division is not an entity separate and apart from the Society, 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 Society, as established from time to time.

The policies approved by the Board applicable to the Division shall be referred to as the “Systems and Control 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 Systems and Control within the Division, in accordance with the Society’s purposes, its Articles, By-laws, policies and this Charter.

3. Appointment and Removal of Division Members

In accordance with the By-Laws of the Society, 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 Officers

The members of the Division, by majority vote, shall designate a Division Chair, Division Vice-Chair, Division Secretary and a Division Treasurer. The office of Secretary may be held by the same individual holding one of the other positions (i.e., Division Chair, Division Vice-Chair, or Division Treasurer), as determined by the members. The Officers of the Division shall serve for a period of time as determined by the members, but not to exceed three (3) continuous years of service.

The Division Chair shall set the agendas for and chair Division meetings. The Division Chair shall also be the chief manager of the Division and be responsible for implementing the purposes of the Division.

The Division Vice-Chair shall assist the Division Chair in carrying out his/her duties, as required. The Division Vice-Chair shall succeed the Chair if he/she leaves office before completing his/her term.

The Division Secretary shall attend all Division meetings and record the minutes of such meetings. The Division Secretary shall also be responsible for delivering all notices and correspondence to Division members and the Society and keeping all of the books, paper, records and other documents of the Division.

The Division Treasurer shall be responsible for keeping proper accounting records, depositing and disbursing Division funds and financial reporting to the Division and the Board or committee of the Board. The Division Treasurer shall be required to deliver to the Society all accounting information and banking statements required to enable the Society's accountants/auditors to prepare the Society's financial statements. The Director of Finance of the Society will participate in any review or audit of the Division's accounting records with the accountant/auditor for the Society.

Alternatively, Officers of the Division may be appointed by the Board or a committee of the Board, if so requested by the Division.

5. Meetings of the Division

The Division shall meet at least once annually, or more frequently as circumstances require. Meetings shall be held at such time and place as the Division Chair may, from time to time, determine taking into account the requests of the members of the Division or, alternatively, on written requisition to the Division Chair of 25% of the members. Decisions at meetings of the Division members shall be made by a majority vote of the Division members.

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.

As part of its goal to foster open communication, the Division Chair may periodically meet separately with the Executive Director of the Society to discuss any matters that the Division considers appropriate to be brought before the Board without delay. In addition, the Division shall meet with the Executive Director of the Society 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 Society, 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 Society.

6. 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 which the Division deems appropriate for study or investigation by the Division.
- (b) The Division shall be given access to the Society'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.

7. Use of Division Monies

The Division may raise monies to fund its operations and those monies, together with any monies received from the Society, shall be used to further the Division's purpose as the Division sees fit, provided they are in compliance with the Society'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 Society, 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 Society's account, and use the excess monies to further the purposes of the Division and/or the Society.

8. Division Banking

In addition to the signing authorities determined by the Division, the Board of the Society shall appoint two or more officers of the Society or officials employed in the Head Office of the Society 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 Society's articles or by-laws or this Charter, jeopardizes the Society'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 Society in the event of financial exigency.

The Division shall not be permitted to borrow money.

9. Review and Reporting

The Society 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 Society.

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 President or any other member of the Division designated by the Division to make such report.

10. Use of Intellectual Property of the Society

The Division shall be permitted to hold itself out as a Division of the Society and may use the Society'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 Society's intellectual property. The Division shall cease to use any of the Society's intellectual property immediately upon notice from the Board.

11. 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 Society, 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 Society'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 Society.