

## **1. General**

### **1.1. Definitions**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"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;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"board" means the board of directors of the Corporation and "director" means a member of the board;

"by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"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;

"ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

### **1.2. Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

### **1.3. Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation must be signed by any two (2) of its officers or directors. 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 signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

#### **1.4. Financial Year End**

The financial year-end of the Corporation shall be March 31.

#### **1.5. Banking Arrangements**

The banking business of the Corporation 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 of directors 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 Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

#### **1.6. Borrowing Powers**

The directors of the corporation may, without authorization of the members:

- i. borrow money on the credit of the corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and
- iii. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

### **2. Membership—Matters Requiring Special Resolution**

#### **2.1. Membership Conditions**

Subject to the articles, there shall be three classes of members in the Corporation, namely, Class A members, Class B, and Class C members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

##### **Class A Members (Institutional members)**

- i. Class A voting membership shall be available to persons who have applied and have been accepted for Class A voting membership in the Corporation.
- ii. The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- iii. As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

##### **Class B Members (Affiliate and Professional members)**

- i. Class B non-voting membership shall be available to persons who have applied and have been accepted for Class B non-voting membership in the Corporation.
- ii. The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- iii. Subject to the Act and the articles, a Class B non-voting member shall not be entitled to receive notice of, or vote at meetings of the members of the Corporation.

##### **Class C Members (Honorary members)**

- i. Class C non-voting membership shall be available to persons who have been nominated by a Class A member and have been accepted for Class C non-voting membership in the Corporation.
- ii. The term of membership of a Class C non-voting member shall be lifelong unless terminated pursuant to Section 3.2 of the by-laws.
- iii. Subject to the Act and the articles, a Class C non-voting member shall not be entitled to receive notice of or vote at meetings of the members of the Corporation.

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).

**Membership categories are:**

*Institutional (Class A):* University in good standing with Universities Canada.

*Affiliate (Class B):* National, provincial and international associations, groups, organizations or institutions which are interested in or associated with continuing education at the post-secondary level but which are not eligible for membership in the Universities Canada.

*Professional (Class B):* Any persons who are interested in or associated with continuing education at the post-secondary level.

*Honorary Membership (Class C):* Individuals selected by the board in recognition of their contribution to University continuing education in Canada.

**2.2. Notice of Meeting of Members**

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 21 to 35 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 Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

**2.3. Absentee Voting at Members' Meetings**

No voting is permitted by a member (institution) that is not in attendance at a meeting of members.

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 Corporation to change this method of voting by members not in attendance at a meeting of members.

**3. Membership Dues, Termination and Discipline**

**3.1. Membership Dues**

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within 90 days of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

Membership fees shall be as follows:

- i. Institutional members: Fee categories to be determined on the basis of a schedule approved by institutional members at an annual general meeting.
- ii. Affiliate members: Fee to be determined by the board.
- iii. Professional members: Fee to be determined by the board.
- iv. Research fund: The research fund assessment for each Institutional member will be 12% of the annual membership fee, and will be included with the annual fee invoice.

### **3.2. Termination of Membership**

A membership in the Corporation is terminated when:

- i. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- ii. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- iii. the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- iv. the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
- v. the member's term of membership expires; or
- vi. the Corporation is liquidated or dissolved under the Act.

### **3.3. Discipline of Members**

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- i. violating any provision of the articles, by-laws, or written policies of the Corporation;
- ii. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- iii. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

### **3.4. Proposals Nominating Directors at Annual Members' Meetings**

Subject to the Regulations under the Act, any voting member can be nominated by another member and their candidacy must be approved by the Nominating Committee.

## **4. Meetings of Members**

### **4.1. Persons Entitled to be Present at Members' Meetings**

Members, non-members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

### **4.2. Quorum at Members' Meetings**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 33 percent 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.

#### **4.3. Votes to Govern at Members' Meetings**

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

#### **4.4. Members' Meeting Held Entirely by Electronic Means**

If the directors or members of the Corporation 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.

### **5. Directors**

#### **5.1. Number of Directors**

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

#### **5.2. Term of Office of Directors**

The directors of the board shall hold office for a term expiring one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead. No one shall serve in the same board position more than two successive years. Membership as a director shall not normally exceed six (6) consecutive years.

### **6. Meetings of Directors**

#### **6.1. Calling of Meetings of Board of Directors**

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

#### **6.2. Notice of Meeting of Board of Directors**

Meetings of the board may be held at any time and place to be determined by the directors provided that seven (7) clear days notice of such meeting shall be given to each director. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. There shall be at least three (3) meetings per year of the board. One meeting shall be held before and after each annual general meeting. No error or omission in giving notice of any meeting of the board or any adjourned meeting of the board of the association 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 thereof.

### **6.3. Quorum for Meetings of the Board of Directors**

Quorum for a meeting of the board requires a majority of the directors to be present.

### **6.4. Votes to Govern at Meetings of the Board of Directors**

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

### **6.5. Committees of the Board of Directors**

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own procedures, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

## **7. Officers**

### **7.1. Description of Offices**

The directors of the Corporation shall normally be a past-president, president, president-elect, secretary/treasurer and three members-at-large. One member-at-large must be from the Western region (British Columbia, Alberta, Saskatchewan or Manitoba), one member-at-large must be from the Central region (Quebec or Ontario), and one member-at-large must be from the Eastern region (New Brunswick, Nova Scotia, Prince Edward Island, or Newfoundland and Labrador). A member-at-large who moves out of his/her original region during his/her term of office may serve out the term as the member-at-large for the region in which he/she originally resided.

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- i. President – The president shall be the chief executive officer of the board. He/she shall preside at all meetings of the association and of directors. He/she shall have the general and active management of the affairs of the association.
- ii. President-Elect – The president-elect 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/her by the directors.
- iii. Secretary/Treasurer – The secretary/treasurer shall have the custody of the funds and securities of the association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the association in the books belonging to the association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the association 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 directors from time to time. He/she shall disburse the funds of the association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meetings of the directors, or whenever they may require it, an account of all the transactions and a statement of the financial position of the association. He/she shall also perform such other duties as may be from time to time be directed by the directors. He/she shall be responsible for liaison with the secretariat and the maintenance of records and membership of the association.
- iv. A representative of the secretariat may be empowered by the directors, upon resolution of the directors, to carry on the affairs of the association generally under the supervision of the directors thereof and 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. He/she shall give or cause to be given notice of all meetings of the members and of the directors, and shall perform such other duties as may be prescribed by the directors or president, under whose supervision he/she shall be.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president 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.

## 7.2. Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, for cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- i. the officer's successor being appointed (typically after a period of one year),
- ii. the officer's resignation,
- iii. such officer ceasing to be a director (if a necessary qualification of appointment) or
- iv. such officer's death.

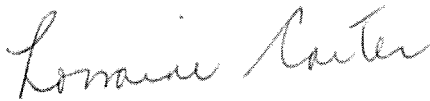
If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

## 8.0 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 2 of the Corporation, as enacted by the directors of the Corporation by resolution on the 6th day of May, 2015 and confirmed by the members of the Corporation by resolution on the 28<sup>th</sup> day of May, 2015.

Dated as of the 28<sup>th</sup> day of May, 2015.



---

Lorraine Carter, President



---

Christian Blanchette, President-Elect