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CANADIAN ASSOCIATION OF UNIVERSITY TEACHERS

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BY-LAW NUMBER 1

A by-law relating generally to the conduct of the affairs of

**CANADIAN ASSOCIATION OF UNIVERSITY TEACHERS / ASSOCIATION CANADIENNE DES PROFESSEURES
ET PROFESSEURS D'UNIVERSITE**

1. **DEFINITIONS**

In this By-law and all other By-laws of the Canadian Association of University Teachers Association Canadienne des Professeures et Professeurs d'Université, unless the context otherwise requires:

Academic staff means academic employees of a Degree-granting institution of post-secondary education who are represented by a faculty association;

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 Association;

Association means Canadian Association of University Teachers Association Canadienne des Professeures et Professeurs d'Université;

By-laws means this by-law and any other by-laws of the Association that are in force and effect;

Class A Members means the Faculty Associations and the Federated Associations that are members in the Association in accordance with the By-laws;

Class B Members means the Provincial Associations that are members in the Association in accordance with the By-laws;

Class C Members refers to individuals described in sub-section 5.3a of this By-law and are also designated as **Individual Associate Members**;

Class D Members refers to individuals described in sub-section 5.4a of this By-law and are also designated as **Individual Affiliated Members**;

Class E Members refers to individuals described in sub-section 5.5a of this By-law and are also designated as **Honorary Members**;

Class F Members means the individuals who are Directors of the Association;

Class G Member means the individual described in sub-section 5.7b of this By-law who is a member in the Association in accordance with the By-laws and is also designated as the **CAUT Staff Representative**;

Class H Member means the individual described in sub-section 5.8a of this By-law who is a member in the Association in accordance with the By-laws and is also designated the **Executive Director**;

Council means a meeting of Members, including an annual meeting of members or a special meeting of members;

Degree-granting institution means any university or college granting baccalaureate, applied, associate, graduate, or professional degrees recognized by the Canadian jurisdiction responsible for that institution;

Director means an individual occupying the position of director on the Executive, as more specifically designated in section 9.2 of this By-law;

Executive means the board of directors of the Association;

Executive Director means the individual who occupies the office of executive director of the Association pursuant to an appointment made in accordance with 12.1b of this By-law;

Faculty Association means an association or union of Academic staff in a Degree-granting institution of post-secondary education in Canada, or in a college federated or affiliated with a Degree-granting institution of higher education in Canada;

Federated Association means an association or union of Academic staff representing: (1) at least one Degree-granting institution of post-secondary education or one college federated or affiliated with a Degree-granting institution of post-secondary education; and (2) at least one post-secondary education institution that is not a Degree-granting institution;

Honorary Member has the meaning set out in sub-section 5.5b of this By-law;

Immediate Past President refers to an elected position on the Executive;

Individual Affiliated Member has the meaning set out in sub-section 5.4b of this By-law;

Individual Associate Member has the meaning set out in sub-section 5.3b of this By-law;

Member means a person who is a member of the Association pursuant to the provisions of the Articles and By-laws governing membership;

ordinary resolution means a resolution passed by a majority of the votes cast on that resolution;

Organizational Members means Faculty Associations, Provincial Associations and Federated Associations admitted to membership in the Association;

person includes an individual, body corporate, partnership, trust and unincorporated organization;

Proposal means a proposal submitted by a member of the Association that meets the requirements of section 163 of the *Act*;

Provincial Association means a confederation of Faculty Associations in a province of Canada;

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

Representatives- at-large means, collectively, designated elected positions on the Executive, as more particularly specified in section 9.2 of this By-law;

Rules of Order has the meaning set out in section 18.1 of this By-law;

special resolution means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution;

Standing Committee Chairs means, collectively, designated elected positions on the Executive, as more particularly specified in section 9.2 of this By-law;

Standing Committees means the committees referred to in section 14.1 of this By-law, and includes any other committees established pursuant to section 14.2 of this By-law;

Union means, from time to time and at any time, the organization that is the duly designated or certified bargaining agent of the staff of the Association.

Unweighted Voting Procedure means, with respect to a matter that is the subject of a vote at a Council, that each Member entitled to vote is permitted to cast only one vote;

voting by delegate means, in relation to voting at Council, voting by a Member entitled to vote through a person whom the Member appoints as its proxy for the purpose of attending Council and voting on behalf of the Member, and **vote by delegate** has the same meaning.

Voting Day has, with respect to voting by a mail ballot, the meaning set forth in sub-paragraph 8.1l.iii.1 of this By-law;

Weighted Votes means the aggregate of votes entitled to be cast by each Class A Member, which aggregate shall be calculated in accordance with the method set out in sub-paragraphs 5.9a.iii.1 and 5.9a.iii.2 of this By-law.

Weighted Voting Procedure means, with respect to a matter that is the subject of a vote at a meeting of Council, that each Class A Member is permitted to cast its Weighted Votes.

2. NAME AND PURPOSES

2.1 Name and Purposes of the Association

The Association is a body corporate under the name "Canadian Association of University Teachers" whose purposes are to promote the interests of Academic staff, including, but not limited to, professors, professional librarians and researchers, to advance the standards of their professions, and to seek to improve the quality of post-secondary education in Canada.

2.2 Functions of the Association

Without limiting the scope of the purposes set out in section 2.1, the Association will undertake the following core functions:

- a. the defence of academic freedom, tenure, equality and human rights;
- b. the provision of collective bargaining services for the support and assistance of Faculty Associations that are Members;
- c. the conduct of federal lobbying and public relations for Academic staff and post-secondary education;
- d. the collection and analysis of data and the operation of a clearing house for information pertaining to the social and economic well-being of Academic staff and post-secondary education;
- e. the establishment and maintenance of international relations with Academic staff in other countries; and
- f. such other core functions in furtherance of the purposes of the Association as may be determined at Council.

3. INTERPRETATION AND LANGUAGE

3.1 Gender / Number

In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders.

3.2 Defined Terms and Act

Other than as specified in article 1, above, words and expressions defined in the Act have the same meanings when used in this By-law.

3.3 Statutory References

Where reference is made in this By-law to any statute or section of a statute, such reference is deemed to extend and apply to any amendments to the statute or section of the statute or re-enactment of the statute or section of the statute, as the case may be.

3.4 Official Languages

The official languages of the Association shall be English and French.

4. **CORPORATE SEAL**

The Association may have a corporate seal in the form approved from time to time by the Executive. If a corporate seal is approved by the Executive, the Executive Director of the Association shall be the custodian of the corporate seal.

5. **MEMBERSHIP**

Subject to the Articles, there shall be eight classes of Members in the Association, namely, Class A Members, Class B Members, Class C Members, Class D Members, Class E Members, Class F Members, Class G Members and Class H Members. The following conditions of membership shall apply:

5.1 Class A Members [Faculty Associations and Federated Associations]

- a. Class A Members shall be limited to Faculty Associations and Federated Associations that are admitted to membership in the Association upon a special resolution of the Members entitled to vote at Council duly passed.
- b. Faculty Associations – Criteria for Admission to Membership
 - i. Council shall consider the following when deciding whether a Faculty Association should be admitted as a Class A Member of the Association:
 1. an application for membership from the Faculty Association in a form satisfactory to the Elections and Resolutions Committee, and duly authorized by the membership of the Faculty Association at a meeting called for that purpose;
 2. the constitution of the Faculty Association;
 3. a statement from the Faculty Association of:
 - A. the total number of Academic staff eligible for membership in the Faculty Association; and
 - B. the number of Academic staff who belong to the Faculty Association;
 4. the result of the vote or referendum conducted by the Faculty Association on the question of membership in the Association;

5. the report and recommendation of an ad hoc committee as described in paragraph 5.1bii of this By-law; and
 6. such other information as Council may, in its discretion, require.
- ii. The ad hoc committee shall be appointed by the Elections and Resolutions Committee. It shall conduct such inquiries as it may deem necessary and shall provide Council with pertinent documentation, including the nature and extent of degree programs offered by the college or university whose Academic Staff the applicant Faculty Association represents. In making its inquiries, the ad hoc committee shall request written commentary from all the Organizational Members located in the province where the applicant Faculty Association is located and such commentary shall be included in the ad hoc committee's report to Council. The ad hoc committee shall make a report on the manner in which the Faculty Association meets the following criteria:
1. the Faculty Association's goals and practices are compatible with those of the purposes of the Association set out, above, in article 2 of this By-law;
 2. the Faculty Association's constitution is democratic in character;
 3. the Faculty Association's constitution and activities show a commitment to the principles and practice of academic freedom and tenure;
 4. the Faculty Association's organization and practices show it is not dominated by an employer, nor so influenced by an employer that its fitness to represent employees for the purposes of collective bargaining or otherwise is impaired; and
 5. except in unusual circumstances, as determined by Council, the Faculty Association shall be the largest such association representing Academic staff.
- c. Federated Associations – Criteria for Admission to Membership
- i. Council shall consider the following when deciding whether a Federated Association should be admitted as a Class A Member of the Association:
 1. an application for membership from the Federated Association in a form satisfactory to the Elections and Resolutions Committee, and duly authorized by the appropriate decision-making body of the Federated Association;

2. the following information received from the Federated Association that is making application for admission as a Class A Member:
 - A. a copy of the constitution of the Federated Association;
 - B. total number of Academic staff eligible for membership in the Federated Association and in each of its locals;
 - C. number of Academic staff belonging to the Federated Association and to each of its locals;
 - D. number of Academic staff who belong to each of the Federated Association locals at Degree-granting institutions and who are working in academic programs;
 - E. the results of the vote of the Federated Association convention or other duly designated body of the Federated Association concerning its application for membership in the Association;
 - F. a proposed letter of understanding regarding the services to be provided by the Association; and
 - G. such other information as Council may, in its discretion, require.
- ii. the report and recommendation of an ad hoc committee appointed by the Elections and Resolutions Committee, which shall make inquiries as it may deem necessary. The ad hoc committee shall base its recommendations on whether the Federated Association (1) has adopted a constitution, practices and policies that are compatible with the Association, and (2) is committed to advancing the purposes of the Association specified in article 2 of this By-law.
- d. The term of membership of a Class A Member shall be until the Member resigns in accordance with the provisions of this By-law or the Member's membership is terminated in accordance with the provisions of this By-law.
- e. As set out in the Articles, each Class A Member is entitled to receive notice of, attend and, in accordance with the provisions set forth in sub-section 5.9a of this By-law, vote at Council.
- f. Class A Members as of the date that this By-law comes into effect shall continue their membership subject to the provisions of this By-law.

5.2 Class B Members [Provincial Associations]

- a. Class B Members shall be limited to Provincial Associations that are admitted to membership in the Association upon a special resolution of the Members entitled to vote at Council duly passed.
- b. A Provincial Association shall be admitted as a Class B Member if:
 - i. the Provincial Association makes an application for membership in the Association in a form satisfactory to the Elections and Resolutions Committee, and duly authorized by the appropriate decision-making body of the Provincial Association;
 - ii. the Provincial Association represents 70% or more of the Faculty Associations in the province that are members of the Association;
 - iii. the Provincial Association's constitution or by-laws provide that all members of the Provincial Association shall be Members of the Association, and
 - iv. the Provincial Association's constating documents include regulations on membership which are consistent with the purposes of the Association.
- c. The term of membership of a Class B Member shall be until the Member resigns in accordance with the provisions of this By-law or the Member's membership is terminated in accordance with the provisions of this By-law.
- d. As set out in the Articles, each Class B Member is entitled to receive notice of, attend and, in accordance with the provisions set forth in sub-section 5.9b of this By-law, vote at Council.
- e. Class B Members as of the date that this By-law comes into effect shall continue their membership subject to the provisions of this By-law.

5.3 Class C Members [Individual Associate Members]

- a. Class C Members shall be limited to those individuals in categories i to viii below whose application for membership is granted upon confirmation of their status by the Executive Director (or designate); as well as such other individuals whose applications for admission as Individual Associate Members are approved by the Executive.
 - i. university Academic staff on the faculty of a university or college where there is no member Faculty Association;
 - ii. retired university Academic staff;
 - iii. Academic staff and private scholars not currently employed in a university or college;

- iv. associate members of an Organizational Member;
 - v. university Academic staff excluded from membership in a member Faculty Association during a period of service as academic administrators;
 - vi. university Academic staff in other countries who are members of their national faculty association;
 - vii. Academic staff visiting from a foreign country; or
 - viii. students enrolled in graduate programs.
- b. Class C Members may be referred to as Individual Associate Members.
 - c. An individual whose application for admission as an Individual Associate Member is denied may appeal from the denial to Council, and the Members entitled to vote may, by an ordinary resolution duly passed at the Council at which the appeal is considered, admit the individual as an Individual Associate Member. The decision made at Council with respect to such appeal shall be final.
 - d. The term of membership of a Class C Member shall be until the Member resigns in accordance with the provisions of this By-law or the Member's membership is terminated in accordance with the provisions of this By-law. In addition, an individual shall automatically, and without further action or formality, cease to be a Class C Member if the individual becomes a Class F Member in accordance with this By-law.
 - e. Subject to the *Act* and the Articles, a Class C Member shall not be entitled to receive notice of or to vote at Council.
 - f. Class C Members as of the date that this By-law comes into effect shall continue their membership subject to the provisions of this By-law.

5.4 Class D Members [Individual Affiliated Members]

- a. Class D Members shall be limited to the individuals who, from time to time and at any time, are members of a Class A Member.
- b. Any individual who is a member of a Class A Member is, by virtue of being so and without further action or formality, a Class D Member and may also be referred to as an Individual Affiliated Member.
- c. An individual shall automatically, and without further action or formality, cease to be a Class D Member upon ceasing to be, whether by resignation or removal or otherwise, a member of a Class A Member by virtue of which he/she became a Class D Member or if the individual becomes a Class F Member in accordance with this By-law.

- d. Subject to the *Act*, the Articles and the By-laws, a Class D Member shall not be entitled to receive notice of or to vote at Council.
- e. Class D Members as of the date that this By-law comes into effect shall continue their membership subject to the provisions of this By-law.

5.5 Class E Members [Honorary Members]

- a. Class E Members shall be limited to those individuals who, upon the recommendation of the Executive, are admitted at a Council by an ordinary resolution of the Members entitled to vote, as being individuals who have made notable contributions in their fields or in serving the purposes of the Association.
- b. Class E Members may be referred to as Honorary Members.
- c. The term of membership of a Class E Member shall be until the Member resigns in accordance with the provisions of this By-law or the Member's membership is terminated in accordance with the provisions of this By-law.
- d. Subject to the *Act* and the Articles, a Class E Member shall not be entitled to receive notice of or to vote at Council.
- e. Class E Members as of the date that this By-law comes into effect shall continue their membership subject to the provisions of this By-law.

5.6 Class F Members [Directors]

- a. Class F Members shall be limited to those individuals who, from time to time, are Directors of the Association.
- b. An individual shall become a Class F Member and shall cease to be either, as applicable to his or her circumstance, a Class C Member or a Class D Member concurrently with being elected to the Executive without further action or formality.
- c. An individual shall automatically, and without further action or formality, cease to be a Class F Member upon ceasing to be, whether by resignation or removal or otherwise, a Director of the Association.
- d. As set out in the Articles, each Class F Member is entitled to receive notice of, to attend and, in accordance with the provisions set forth in sub-section 5.9c of this By-law, to vote at Council.
- e. Class F Members as of the date that this By-law comes into effect shall continue their membership subject to the provisions of this By-law.

5.7 Class G Member [CAUT Staff Representative Member]

- a. At any one time, there shall be only one Class G Member.

- b. The Class G Member shall be the individual who has been most recently designated in a written notice delivered to the Association by the Union to be the Class G Member.
- c. The term of membership of a Class G Member shall be until the date that the Union specifies in a written notice to the Association designating another individual to be the Class G Member or until the Class G Member's membership is otherwise terminated in accordance with the provisions of this By-law.
- d. As set out in the Articles, the Class G Member is entitled to receive notice of, to attend and, in accordance with the provisions set forth in sub-section 0 of this By-law, to vote at Council.
- e. The Class G Member as of the date that this By-law comes into effect shall continue his or her membership subject to the provisions of this By-law.

5.8 Class H Member [Executive Director]

- a. The Class H Member shall be limited, at any one time, to one individual who is the Executive Director, who shall become and cease to be the Class H Member concurrently with, respectively, being appointed to and ceasing by whatever method to occupy the office of Executive Director, as the case may be, without further action or formality.
- b. The Class H Member shall be entitled to receive notice of, to attend and have voice, but, subject to the *Act* and the Articles, not to vote at Council.
- c. The Class H Member as of the date that this By-law comes into effect shall continue his or her membership subject to the provisions of this By-law.

5.9 Voting Rights

The Members entitled to vote shall have the following voting rights:

- a. Class A Members
 - i. Each Class A Member shall vote by delegate, in accordance with the requirements set out in this By-law, and may vote by mail ballot if such method of voting is permitted by a resolution of the Executive as provided for in sub-section 8.11 of this By-law.
 - ii. Except on matters to which the Weighted Voting Procedure applies, each Class A Member shall have one vote on each matter before Council that is the subject of a vote.
 - iii. On matters to be considered at Council or otherwise to be voted on to which the Weighted Voting Procedure applies:
 - 1. each Class A Member that is a Faculty Association shall have the number of votes, or fractions of votes, that is equal to the

number of full-time equivalent members in the Faculty Association, as reported by the Faculty Association with its last fee payment prior to the Council or, as applicable, the Voting Day, divided by 200, provided that if this formula results in the quotient being less than one, then the Class A Member shall be entitled to one vote; and

2. each Class A Member that is a Federated Association shall have the number of votes, or fractions of votes, that is equal to number of full-time equivalent Academic staff members who belong to Federated Association locals at Degree-granting institutions and who are working in academic programs, as reported by the Federated Association with its last fee payment prior to the Council or, as applicable, the Voting Day, divided by 200, provided that if this formula results in the quotient being less than one, then the Class A Member shall be entitled to one vote.

b. Class B Members

- i. Each Class B Member shall vote by delegate, in accordance with the requirements set out in these By-laws, and may vote by mail ballot if such method of voting is permitted by a resolution of the Executive as provided for in sub-section 8.1l of this By-law.
- ii. Except for any matter related to fees to be charged to Members (including, without limitation, fee formulas), each Class B Member shall have one vote on each matter before Council that is the subject of a vote.

c. Class F Members

- i. Each Class F Member may vote only in person and may not vote by delegate, except that, if permitted by a resolution of the Executive as provided for in sub-section 8.1l of this By-law, a Class F Member may vote by mail ballot.
- ii. Except for any matter related to fees to be charged to Members (including, without limitation, fee formulas), each Class F Member shall have one vote on each matter before Council that is the subject of a vote.

- d. Class G Member
 - i. The Class G Member may vote only in person and may not vote by delegate, except that, if permitted by a resolution of the Executive as provided for in sub-section 8.11 of this By-law, the Class G Member may vote by mail ballot.
 - ii. Except for any matter related to fees to be charged to Members (including, without limitation, fee formulas), the Class G Member shall have one vote on each matter before Council that is the subject of a vote.

6. MEMBERSHIP FEES

6.1 Membership Fees and Other Charges

- a. The fees for each class of Members and fee formulas shall be set at Council by the Members entitled to vote on such matter.
- b. Fees payable to the Association by Faculty Associations that are Members are payable on a monthly basis and are due by the last day of each month, except that a Faculty Association's fees payable to the Association shall be suspended during the period of a strike or lock-out of the members of that Faculty Association.
- c. A Faculty Association which collects fees from non-members shall include the number of such individuals in the base used for the calculation of the Faculty Association's fees payable to the Association.
- d. Faculty Associations shall not be required to remit fees on behalf of individuals who are not required to pay fees to their local Faculty Association while on unpaid leave. If such individuals are Individual Affiliated Members, then they shall, during the period of such unpaid leave, continue to be Individual Affiliated Members of the Association. Faculty Associations shall not be required to remit fees on behalf of individuals who are exempt by law, or by the by-laws of the Faculty Association, from paying fees to the Faculty Association.
- e. No permanent change in the fee formulas may be made at a Council unless notice of such a proposed change has been given at the immediately preceding Council. Changes in fee formulas shall take place on July 1. However, a special levy for one year or less may, in extraordinary circumstances, be imposed on Members upon a resolution duly passed at a Council.
- f. Only Members that levy, collect and transmit fees to the Association may vote at Council on matters concerning fee levels.

7. MEMBER TERMINATION AND DISCIPLINE

7.1 Termination of Membership

A membership in the Association is non-transferable and is terminated and automatically lapses when any one of the following events occurs:

- a. the Member dies, or, in the case of a Member that is a corporation or unincorporated entity, the corporation or unincorporated entity is dissolved or otherwise wound up or amalgamates or merges with another corporation or unincorporated entity;
- b. the Member resigns, upon and subject to the terms and conditions of section 7.3 of this By-law;
- c. the Member is expelled from membership in the Association in accordance with section 7.2 of this By-law; and
- d. the Association is liquidated or dissolved under the Act.

7.2 Discipline of Members

The Members entitled to vote may, by a special resolution duly passed at Council, suspend or expel any Member from the Association for any one or more of the following grounds:

- a. non-payment of fees or other assessments;
- b. the Member fails to provide representation at Council for a two-year period;
- c. the Member adopts a constitution or local practices or actions which in the judgment of Council are contrary to the purposes, mission and /or policies of the Association;
- d. the Member carries out any conduct which may be detrimental to the Association as determined by Council in its sole discretion; and
- e. for any other reason that Council in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Association.

In the event that it is proposed that a Member should be expelled or suspended from membership in the Association, the President, or such other officer as may be designated by a resolution duly passed at a Council, shall provide to the Member notice of the proposed suspension or expulsion (the Discipline Notice), which notice shall include the grounds for the proposed suspension or expulsion. The Member may make written submissions to the Council at which the proposed disciplinary action will be considered. The written submissions must be delivered to the Association within 20 days after the Discipline Notice is sent to the Member. The matter shall not be considered at a Council earlier than 25 days after the date that the Discipline Notice is sent. If the Member does not provide written submissions in response to the Discipline

Notice, then the Members entitled to vote at the Council may proceed to consider the matter and such Members make whatever decision they consider to be appropriate. If written submissions are received in accordance with this section, then the Members entitled to vote at the Council will consider such submissions in arriving at a final decision. The Member that is the subject of the proposed discipline shall be notified of the decision within 20 days after the date of the decision. The decision of the Council shall be final and binding on the Member, without any further right of appeal.

7.3 Resignation of Members

a. Resignation of Organizational Members

- i. Resignation from membership in the Association by an Organizational Member shall require written notice (the Organizational Member Resignation Notice) to the Executive Director, supported by a certified copy of the resolution of the Organizational Member to that effect and the number of votes cast for and against the resolution by, as applicable, the members of the Organizational Member.
- ii. The resignation of an Organizational Member will take effect one calendar year from the date that the Executive Director is in receipt of the Organizational Member Resignation Notice and the fees payable by the Organizational Member pro-rated for the portion of the year that the Organizational Member continues to be a Member of the Association.

b. Resignation of Class C Members – A Class C Member may resign from membership in the Association by delivering a written resignation to the president of the Association delivered at the registered office of the Association, and such resignation shall be effective on the date that it is accepted by resolution of the Executive. In addition, a Class C Member is deemed to have resigned his or her membership in the Association if the Class C Member has not paid his or her membership fee by the date that is six months after the date that it is due, and in such circumstance the Class C Member's resignation will take effect at the end of such six month period.

c. Resignation of Class E Members – A Class E Member may resign from membership in the Association by delivering a written resignation to the president of the Association delivered at the registered office of the Association, and such resignation shall be effective on the date that it is accepted by resolution of the Executive.

8. COUNCIL

8.1 Conduct of Council

- a. Semi-annual Councils -- Council shall ordinarily meet in the spring and fall of each year, at a time determined by the Members entitled to vote or, in the absence of a determination by such Members, as determined by the Executive.
- b. Place of Councils -- Subject to compliance with section 159 of the Act, Council may be held at any place within Canada determined by Council or, in the absence of such a decision, as determined by the Executive or, if all of the Members entitled to vote so agree, outside Canada.
- c. Agenda of Spring Council -- The Council in the spring of each year shall include, without limitation, the election of Directors and the adoption of the annual budget of the Association.
- d. Notice of the Convening of Council -- Subject to the requirements of the Act and the Regulations, notice of the time and place of a Council shall be given in the manner and subject to the terms and conditions of article 16 of this By-law to each Member entitled to vote at the Council by the following means:
 - i. by mail, courier or personal delivery to each Member entitled to vote at the Council, during a period of not less than 21 days and not more than 60 days before the day on which the Council is to be held; or
 - ii. by telephonic, electronic or other communication facility to each Member entitled to vote at the Council, during a period of not less than 21 days and not more than 35 days before the day on which the Council is to be held.
- e. Notice of Council Public Accountant -- Notice of the time and place of a Council shall be sent to the public accountant of the Association not less than 21 days and not more than 60 days before the day on which the Council is to be held. Such notice may be sent by mail, courier, personal delivery, telephonic, electronic or other communication facility.
- f. Waiver of Notice -- A Member and any other person entitled to attend a Council may in any manner and at any time waive notice of a Council, and attendance of any such person at a Council is a waiver of notice of the Council, except where such person attends a Council for the express purpose of objecting to the transaction of any business on the grounds that the Council is not lawfully called.
- g. Chair of Council -- The Speaker of Council or, in his or her absence, the Deputy Speaker of Council, will chair a Council. If the Speaker of Council and the Deputy Speaker of Council are absent, then the Members who are present and entitled

to vote at the Council shall choose by ordinary resolution another person to chair the Council.

- h. Quorum -- A quorum of Council shall be a majority of the Members entitled to vote, unless a greater number of Members is required to be present by the *Act*. If there is quorum at the opening of a Council, the Members present may proceed with the business of the Council, except that, if a Member requests the person chairing the Council to determine whether quorum is then present and the person chairing the Council determines that quorum is no longer present, then no further business may be conducted at Council and Council shall be adjourned to a day and place as the person chairing the Council shall determine.
- i. Voting -- At every Council each 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 question by the Members entitled to vote.
- j. Voting Procedure
 - i. Weighted Voting -- With respect to all matters before a Council requiring a vote, except for the election of Directors and amendments to the By-laws, the Weighted Voting Procedure shall be used.
 - ii. Show of Hands -- Subject to the *Act* and this By-law, except where a ballot is demanded, voting on any question proposed for consideration at a Council shall be by show of hands, and a declaration by the chair of the Council as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the Council shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.
 - iii. Ballots -- At a Council, voting shall be by show of hands, except that voting by ballot shall be used for the election of the Directors and may be required on any other vote if a motion requesting a ballot receives the support of at least 10% of the votes cast by the Members entitled to vote, whether such motion is made before or after the vote by show of hands has occurred.
 - iv. Ballots and Weighted Votes -- When a ballot is required for a vote using the Weighted Voting Procedure, the Elections and Resolutions Committee shall issue to each delegate of a Class A Member entitled to vote a number of ballots equal to the number of Weighted Votes of the Class A Member in denominations of 1.0, 0.5 and 0.1 votes. All ballots will be collected in a ballot box by the Elections and Resolutions Committee for counting.

- k. Voting by Delegates -- Class A and Class B Members shall vote at Council by proxy by appointing in writing a delegate, and one or more alternate delegates, who is not required to be a Member, to attend and act at the Council in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:
- i. an individual may, at a Council (or at a continuation of a Council after its adjournment), act as the delegate of only one Member;
 - ii. a proxy is valid only at the Council in respect of which it is given or at a continuation of that Council after an adjournment;
 - iii. a Member may revoke a proxy by depositing an instrument signed by the Member or by its or his or her agent;
 - 1. at the registered office of the Association no later than the last business day preceding the day of the commencement of the Council, or the day of the continuation of that Council after its adjournment, at which the proxy is to be used, or
 - 2. with the person presiding as chair of a Council on the day that the Council is convened or the day of the continuation of that Council after its adjournment;
 - iv. a delegate or an alternate delegate who holds the valid proxy of a Member has the same rights as the Member by whom they were appointed, including the right to speak in respect of any matter at the Council for which the proxy is in effect, to vote by way of ballot at the Council for which the proxy is in effect and to vote at the Council for which the proxy is in effect by way of a show of hands; and
 - v. subject to the requirements set out in the Regulations, a proxy may be in such form as the Executive may from time to time determine by resolution.

Pursuant to section 197(1) of the *Act*, a special resolution of the Members entitled to vote is required to make any amendment to the By-laws of the Association to change this method of voting by Members.

l. Mail Ballots

- i. If, with respect to a given matter, the Executive by a resolution duly passed authorizes the Members entitled to vote at Council to vote on the matter by mail ballot enabling the delivery of the ballots and supporting documents, then such Members may vote by mail ballot if the Association has a system that:
 - 1. enables the votes to be gathered in a manner that permits their subsequent verification, and

2. permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each Member voted.
- ii. If the Executive authorizes a vote to be made by mail ballot, then, subject to the requirements set out in the Regulations, a mail ballot may be in such form, including electronic form, as the Executive may from time to time determine by resolution.
 - iii. If the Executive authorizes a vote to be made by mail ballot, then the following procedures shall be observed:
 1. the resolution that is the subject of the vote shall be sent by ordinary mail to all Members entitled to vote thereon at least six weeks prior to the stated deadline (the Voting Day) for receiving ballots;
 2. any persons opposing or supporting the resolution may require the sending of briefs of argument by ordinary mail or other electronic means to the Members entitled to vote thereon at least three weeks prior to the Voting Day, provided that these are received at the registered office of the Association at least four weeks prior to the Voting Day;
 3. in the event that the proposed resolution is being decided exclusively by mail ballot or by other means of an electronic or other communication facility, then the proposed resolution shall pass if it obtains the support of the required majority of votes cast, as set out in the By-laws, and at least 50% of the Members entitled to vote thereon submit their ballots by the time on the Voting Day set forth in the rules and regulations for the conduct of the vote; and
 4. in the event of a disruption in postal services, the Executive may provide alternate methods of delivery of ballots and briefs.

Pursuant to sub-section 197 (1) of the *Act*, a special resolution of the Members entitled to vote is required to make any amendment to the By-laws of the Association to change this method of voting by Members.

8.2 Duties of Council

Subject to the Articles, the By-laws and any unanimous member agreement, the duties of Council shall include, without limitation, the following:

- a. electing, at the Council in the spring of each year, Directors of the Association;

- b. ratifying, at the Council in the spring of each year as necessary, members of Standing Committees;
- c. appointing the Executive Director;
- d. imposing and removing censure;
- e. establishing such committees of Council as Council may determine to be necessary or desirable, and specifying the duties and powers of such committees;
- f. creating policies of the Association and approving official policy statements and guidelines of the Association,
- g. admitting to membership in the Association Organizational Members and Class E Members;
- h. terminating the membership of any of the Members;
- i. removing any Director before the expiry of his or her term of office;
- j. removing any member from membership in a Standing Committee before the expiry of his or her term as member;
- k. appointing, at the meeting of Council in the spring, the public accountant of the Association and either fixing the public accountant's fee or authorizing the Executive to fix the public accountant's fee;
- l. approving, at the meeting of Council in the spring, the annual budget of the Association;
- m. establishing the membership fee formulas and fees, and
- n. ratifying staff collective agreements or special plans.

9. DIRECTORS

9.1 Number of Directors

The Executive shall consist of 15 Directors or such other number as determined from time to time by ordinary resolution of the Members entitled to vote at Council or, if the ordinary resolution of the Members empowers the Directors to determine the number, by resolution of the Executive.

9.2 Composition of the Positions on the Executive

- a. Subject to the paragraph that immediately follows in this section 9.2, the Executive shall be comprised of the following Director positions:
 - President;
 - Vice-president;

- Immediate Past President;
 - Treasurer;
 - Representative-at-large (General), of which there will be two;
 - Representative-at-large (Quebec);
 - Representative-at-large (Aboriginal);
 - Representative-at-large (Francophone);
 - Standing Committee Chair (Academic Freedom and Tenure);
 - Standing Committee Chair (Collective Bargaining and Economic Benefits);
 - Standing Committee Chair (Librarians' and Archivists');
 - Standing Committee Chair (Contract Academic Staff);
 - Standing Committee Chair (Equity), of which there will be two.
- b. The designation of the Director positions may be changed as a result of a change in the number of Directors in accordance with the By-laws, and the change in the designation will occur at the same time that the change in the number of Directors is approved.

9.3 Term of Directors

- a. Two-Year Term Directors – Individuals elected to the following Director positions shall be elected for a term of two years:
- Treasurer
 - Standing Committee Chair
- b. One-Year Term Directors -- Individuals elected to the remainder of the Director positions shall be elected for a term of one year.

9.4 Term of Directors – Transition

Despite sub-section 9.3a, at the first Council meeting following this By-law coming into force at which there is an election of Director positions for Co-Chairs, Equity Committee, one Director for the position of Co-Chair, Equity Committee will be elected for a term of one year and one Director for the position of Co-Chair, Equity Committee will be elected for a term of two years. At such election, the Director receiving the greatest number of votes for the Co-Chair, Equity Committee position will be elected for a term of two years, and the Director receiving the next greatest number of votes for the Co-Chair, Equity Committee position will be elected for a term of one year. At each

succeeding election, each of the individuals elected to the Standing Committee Chair (Equity) Director position will be elected for a two-year term.

9.5 Limitation on Terms

If otherwise qualified, an individual may, following the completion of his or her initial term, be re-elected to the following Director positions to the maximum number of additional terms, if any, specified below:

- a. President, to a maximum of two consecutive additional terms of one year each;
- b. Vice-president, to a maximum of two consecutive additional terms of one year each;
- c. Treasurer, to additional terms of two years each;
- d. Representatives-at-large, to a maximum of two consecutive additional terms of one year; and
- e. Standing Committee Chairs, to a maximum of one consecutive additional term of two years.

9.6 Limitation on Terms – Qualification

For greater certainty, any prior term of service of any Director elected immediately following the coming into force of this By-Law shall be counted when calculating the number of terms of office to which such Director is entitled to be re-elected.

9.7 Limitation on Terms – Immediate Past President

An individual who holds the Director position of Immediate Past President may be re-elected for any number of additional terms of one year for so long as that individual satisfies the qualifications for being Immediate Past President.

9.8 Election of Directors

- a. At each Council held in the spring of each year, the Members entitled to vote shall elect a number of Directors equal to the number of Directors retiring in such year for, in the case of Two-Year Term Directors, a term of two years and, in the case of all other Directors, a term of one year. A retiring director shall remain in office until the dissolution or adjournment of the Council at which his/her retirement is accepted and his/her successor is elected.
- b. The election of Directors shall be from among those individuals who are duly nominated.
- c. Nominations for the election of Directors shall be the first order of business following the opening of a Council at which elections are to be held, and following the declaration by the Speaker (or other person chairing the Council)

that nominations are closed there shall be no further nominations from the floor at that Council.

- d. Except for the Immediate Past President position, the call for nominations of candidates for election of Directors that is issued shall specify the Director positions (as designated in section 9.2 of this By-law) for which candidates are being sought. For greater certainty, for a nomination to be considered valid and proper, it must specify the particular Director position for which an individual is being nominated.
- e. The individual who, at the time of an election of the Directors, satisfied the qualifications for Immediate Past President, as set forth in section 9.10 of this By-law, shall automatically be deemed to be nominated for election to that position without further action or formality.

9.9 Qualifications for all Directors

In addition to the requirements of the *Act*, in order to be a Director, an individual must be, at the time of being elected, either a Class C Member, a Class D Member or a Class F Member.

9.10 Qualifications for Immediate Past President Position on the Executive

In addition to the requirements set out in section 9.9 of this By-law, an individual must be, at the time of his or her election to the position of Immediate Past President, the person who most recently held (but at that time no longer holds) the Director position of President and who ceased to hold the Director position of President for any reason other than having been removed by resolution duly passed by the Members entitled to vote for cause.

9.11 Vacancy in Office

An individual occupying the office of Director shall automatically cease to be a Director upon the happening of one of the following events:

- a. if the Director shall resign his/her office by delivering a written resignation to the President of the Association;
- b. if the Director is found by a court to be of unsound mind;
- c. if the Director becomes bankrupt or suspends payment or compounds with his/her creditors;
- d. if, by an ordinary resolution duly passed at a Council or otherwise by the Members entitled to vote, the Director is removed from office; and
- e. on the death of the Director.

9.12 Representatives-at-large Director Positions – Duties

In addition to the duties of a Director of the Association, each Representative-at-large shall have such other duties as determined at a Council from time to time.

9.13 Standing Committee Chair Director Positions – Duties

In addition to the duties of a Director of the Association, the following Standing Committee Chairs shall have the following duties:

- a. Standing Committee Chair (Academic Freedom and Tenure) shall be the chairperson of the Academic Freedom and Tenure Committee, and shall carry out such other duties as determined at a Council from time to time.
- b. Standing Committee Chair (Collective Bargaining and Economic Benefits) shall be the chairperson of the Collective Bargaining and Economic Benefits Committee, and shall carry out such other duties as determined at a Council from time to time.
- c. Standing Committee Chair (Librarians' and Archivists') shall be the chairperson of the Librarians' and Archivists' Committee, and shall carry out such other duties as determined at a Council from time to time.
- d. Standing Committee Chair (Contract Academic Staff) shall be the chairperson of the Contract Academic Staff Committee, and shall carry out such other duties as determined at a Council from time to time.
- e. The Standing Committee Chairs (Equity) shall be the co-chairpersons of the Equity Committee, and shall carry out such other duties as determined at a Council from time to time.

9.14 Holding One Director Position

No person may hold more than one Director position at the same time.

10. POWERS AND DUTIES OF THE EXECUTIVE

Subject to the Act, the Articles and the By-laws, the Executive shall administer, and supervise the administration of, the Association and its affairs and carry out the instructions of Council.

11. MEETINGS OF EXECUTIVE

11.1 Calling and Holding of Meetings

The Executive shall meet at least five times a year. There shall be a meeting immediately before each regular Council. Other meetings of the Executive shall be held at a time and place determined by the Executive. Additional meetings may be scheduled by the President, on an emergency basis.

11.2 Notice of Meetings

- a. Unless sent by regular mail, notice of the time and place for the holding of a meeting of the Executive shall be given in the manner and upon and subject to the terms and conditions provided in section 16.1 of this By-law to every Director of the Association not less than 14 days before the time when the meeting is to be held.
- b. 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, whether such waiver or consent is given before or after the meeting.
- c. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.
- d. No notice of meeting need specify the purpose or the business to be transacted at the meeting, except that a notice of meeting of Directors shall specify any matter referred to in sub-section 138(2) of the *Act* that is to be dealt with at the meeting.

11.3 First Meeting of New Executive

Provided that a quorum of Directors is present, a newly elected Executive may, without notice, hold its first meeting immediately following the Council at which such Executive is elected.

11.4 Voting

At all meetings of the Executive, every question shall be decided by a majority of the votes cast on the question. Each Director shall have one vote on any matter that comes before the Executive for a vote. In case of an equality of votes the question is lost.

11.5 Quorum

A majority of the number of Directors fixed from time to time to comprise the Executive, but in any case not less than a majority of the minimum number of Directors required by the Articles, shall constitute a quorum for meetings of the Executive. Any meeting of the Executive at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the By-laws.

11.6 Conduct of Meetings of the Executive by Electronic Means

If at least two-thirds of the Directors consent, a meeting of the Executive may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other adequately, and a Director so participating in the meeting is deemed for the purposes of the *Act* to be present at the meeting.

11.7 Member Submissions to the Executive

Any Member may make representations to the Executive at any time respecting matters relating to the purposes of the Association, which the Executive will receive and consider. The Executive may, at its discretion, receive such representations orally or in writing.

12. OFFICERS AND OTHER OFFICIALS OF THE ASSOCIATION

12.1 Officers of the Association

a. The individuals elected to the following Director positions shall, from the date of their respective elections, be deemed to be appointed officers of the Association as follows:

- i. Director position of President – The individual elected to this Director position will be the president of the Association, and will hold this office for so long as he or she occupies the Director position of President.
- ii. Director position of Immediate Past President -- The individual elected to this Director position will be the immediate past president of the Association and will hold this office for so long as he or she occupies the Director position of Immediate Past President.
- iii. Director position of Vice-President -- The individual elected to this Director position will be the vice-president of the Association, and will hold this office for so long as he or she occupies the Director position of Vice-President.
- iv. Director position of Treasurer -- The individual elected to this Director position will be the treasurer of the Association, and will hold this office for so long as he or she occupies the Director position of Treasurer.

b. The Executive Director shall be an officer of the Association, and filling of this office shall be by appointment at a Council for a six-year term, including such periods of leave as may be provided by contract between the Association and the Executive Director, which term may be renewed by vote at a Council.

12.2 Holding One Office

No person may occupy at one time more than one office, and no officer may also be either a Representative-at-large or a Standing Committee Chair.

12.3 Duties of Officers

a. President -- The president of the Association shall be its chief executive officer, shall chair all meetings of the Executive, shall be an ex-officio member of all committees of the Association, except the Elections and Resolutions Committee,

shall sign all documents requiring the president's signature, and shall discharge such other responsibilities as may be assigned at a Council.

- b. Immediate Past President -- The immediate past president of the Association shall discharge such responsibilities as may be assigned by Council. In addition, the immediate past president shall act as interim president of the Association in the case of sickness, resignation or incapacity of the president, and, in the event that there is a vacancy in the office of president of the Association, shall so act until such time as the Members entitled to vote thereon duly passed, whether at a Council or otherwise, have filled the vacancy in accordance with the By-laws.
- c. Vice-President – The vice-president of the Association shall have such duties and responsibilities as may be assigned to him or her to assist the president of the Association.
- d. Treasurer -- The treasurer of the Association shall prepare the annual budget and present it to the Council in the spring of each year, shall supervise the accounting of the funds of the Association, shall submit the audited statement of revenue and expenditures for each fiscal year to Council, and shall discharge such other responsibilities as may be assigned at a Council.
- e. Executive Director – Subject to the direction of the Executive, the Executive Director shall:
 - i. attend all Councils and all meetings of the Executive;
 - ii. be responsible for the drafting and distribution of the minutes of Council and of meetings of the Executive;
 - iii. certify resolutions adopted at Council and at meetings of the Executive, as well as other documents of the Association;
 - iv. be keeper of the seal of the Association, the minute books of the Association and archives of the Association;
 - v. ensure that all committees of the Association submit an annual written report as required;
 - vi. administer the registered office of the Association and the daily affairs of the Association in accordance with the policies of the Association then in effect;
 - vii. be an ex-officio non-voting member of every committee of the Association, except the Elections and Resolutions Committee; and
 - viii. assume such other responsibilities as may be assigned at a Council, the Executive or pursuant to the By-laws.

12.4 Vacancy in Office

An officer shall hold office until the earlier of:

- a. the officer's successor being elected or appointed, as applicable;
- b. the officer's resignation;
- c. the officer ceasing, howsoever occurring, to occupy the Director position by virtue of which he or she is an officer; and
- d. the officer's death.

12.5 Executive Director – Removal from Office

In the absence of a written agreement to the contrary, the Members entitled to vote may, by a special resolution duly passed at a Council, remove the Executive Director.

12.6 Speaker of Council and Deputy Speaker of Council

There shall be the following officials for each Council:

- a. Speaker of Council, who shall be elected at the Council in the spring of each year for a one-year term or until a successor is elected, which term shall begin immediately following the close of the Council at which he or she was elected; and
- b. Deputy Speaker of Council, who shall be elected at the Council in the spring of each year for a one-year term or until a successor is elected, which term shall begin immediately following the close of the Council at which he or she was elected.

12.7 Qualifications for Speaker of Council and Deputy Speaker of Council

In order to be elected and to continue as Speaker of Council and Deputy Speaker of Council an individual:

- a. must, at the time of his or her election and throughout the term of either position, be either an Individual Affiliated Member or an Individual Associate Member; and
- b. must not be, at the time of his or her election and at any time during the term of either position, a Director.

12.8 Duties of Speaker of Council and Deputy Speaker of Council

The Speaker of Council shall chair each Council, and the Deputy Speaker of Council shall assist the Speaker of Council in discharging that responsibility, including chairing any Council from which the Speaker of Council is absent or otherwise prevented from chairing.

12.9 Vacancy of Speaker of Council and Deputy Speaker of Council

The Members entitled to vote may, by special resolution duly passed at a Council, remove, whether for cause or without cause, either the Speaker of Council or the Deputy Speaker of Council or both. Unless so removed, the Speaker of Council and the Deputy Speaker of Council shall hold their respective positions until the earlier of:

- a. the incumbent's successor being elected or appointed, as applicable;
- b. the incumbent's resignation;
- c. the incumbent ceasing to be either an Individual Affiliated Member or an Individual Associate Member;
- d. the incumbent becoming a Director;
- e. the incumbent's death.

12.10 Vacancy of Standing Committee Chairs¹

An individual who ceases to hold a Standing Committee Chair Director position, howsoever occurring, automatically ceases to be the chairperson of the applicable Standing Committee.

13. VACANCIES

Any vacancy, howsoever occurring, in:

- a. a Director position;
- b. the office of Executive Director;
- c. the position of Speaker of Council;
- d. the position of Deputy Speaker of Council.

shall be filled at Council by the election or appointment, as applicable, of a successor qualified in accordance with the By-laws. Any person so elected shall hold the position for the balance of the term of the position involved or until a successor is elected, and, in the case of the office of Executive Director, until a successor is appointed or for such time as may be agreed with the person appointed to fill the vacancy.

¹ There is no "vacancy in office" provision for "representatives-at-large" as there is for "officers" (12.4) and "standing committee chairs" (12.10) because "representatives-at-large" are not offices apart from being a "director" whose provisions for vacancy are already specified in 9.11.

14. COMMITTEES

14.1 Standing Committees

Subject to section 14.2 of this By-law, the Association shall have the following Standing Committees:

- a. Academic Freedom and Tenure Committee
- b. Collective Bargaining and Economic Benefits Committee;
- c. Librarians' and Archivists' Committee;
- d. Contract Academic Staff Committee; and
- e. Equity Committee.

14.2 Establishment of Standing Committees

The Members entitled to vote may, by an ordinary resolution duly passed at a Council, establish other committees as Standing Committees of the Association, provided that due notice has been given prior to the Council at which the proposed resolution is being submitted for consideration.

14.3 Standing Committees' Terms of Reference

All Standing Committees shall be bound by definitive terms of reference setting out:

- a. the status of the Standing Committee with respect to these By-laws;
- b. the overall objective of the Standing Committee;
- c. the composition of the Standing Committee, including the length of terms of office, whether members can succeed themselves, and whether interim replacement members are elected for a full term or the balance of an unexpired term;
- d. procedures for election to the Standing Committee, to be supervised by the Elections and Resolutions Committee;
- e. any other relationships or overlapping responsibilities with other committees;
- f. the mode of operation of the Standing Committee; and
- g. the method of reporting of the Standing Committee.

14.4 Standing Committees' Terms of Reference – Approval and Amendment

Terms of reference of Standing Committees of the Association shall be approved at Council, and may be amended, by a simple majority of votes cast by mail ballot or at a Council for which notice of motion is duly given for the purpose of considering such matter.

14.5 Membership in Standing Committees

Except as otherwise provided in the By-laws or Terms of Reference of a Committee adopted at Council, only Individual Affiliated Members or Individual Associate Members shall be qualified to sit as members of a Standing Committee.

14.6 Removal of Members of Standing Committees

The Members entitled to vote may, by a special resolution duly passed at Council, remove any member from membership in a Standing Committee, provided notice of motion is duly given 30 days in advance of the Council meeting at which such removal will be considered.

14.7 Standing Committee – Reports to Council

Standing Committees shall report from time to time to Council and prepare a written annual report for presentation to Council.

14.8 Other Committees

Without limiting the power of Members entitled to vote to establish other committees, including other Standing Committees, there shall be the following, other committee:

a. Elections and Resolutions Committee

- i. There shall be an Elections and Resolutions Committee of the Association chaired by the Speaker of Council and composed of the Deputy Speaker and two Members who shall be elected at the Council in the spring of each year for a one-year term, or until their successors are elected, which term shall begin immediately following the close of the Council at which they were elected.
- ii. The Elections and Resolutions Committee shall supervise nominations and conduct all elections to committees of the Association, the Directors, and the Elections and Resolutions Committee shall rule on any challenges to the election procedures.
- iii. In addition, the Elections and Resolutions Committee shall supervise and conduct the election of the Speaker of Council and the Deputy Speaker of Council.
- iv. The Elections and Resolutions Committee shall be empowered to receive substantive resolutions from Members entitled to vote, to ensure that they are distributed to Members and to schedule a period of time on the agenda of a Council for their debate. The Elections and Resolutions Committee shall have the final authority to schedule such resolutions.

- v. Except as otherwise indicated in these By-laws, the Elections and Resolutions Committee shall be responsible to recommend at Council on the Rules of Order and, at the request of the Speaker of Council, to rule where necessary on any procedures to be followed at a Council.
- vi. Subject to sub-section 8.1I of this By-law, the Elections and Resolutions Committee shall supervise the conduct of all mail ballots provided for in this By-law.
- vii. The Elections and Resolutions Committee shall convene a special Council upon the written petition of Members holding five percent (or such other percentage prescribed under the Act) of the votes that may be cast at such special Council, in accordance with the requirements of the Act.
- viii. The Elections and Resolutions Committee shall receive any offer of resignation or petition calling for the removal of any Director, officer, chair or member of a Standing Committee or an Organizational Member, all as provided for in this By-law, gather such information as the Elections and Resolutions Committee deems appropriate, including a response from the committee and person involved, and present the relevant information to the next meeting of the appropriate body with the responsibility for deciding or otherwise dealing with, as the case may be, the resignation or petition.

14.9 Committees and Staff of the Association

Staff of the Association who serve on committees, including, without limitation, Standing Committees, shall not vote on questions coming before such committees.

15. FINANCIAL MATTERS, SIGNING AND INDEMNITY

15.1 Travel Subsidy

Organizational Members shall be entitled to a travel subsidy for each Council in accordance with regulations established at Council.

15.2 Signing Officers

The signing officers for the Association shall be appointed by ordinary resolution of the Members entitled to vote, at the Council in the spring of each year.

15.3 Indemnity

Upon and subject to the provisions of the Act, including any limitations related to indemnification set out in the Act, the Association shall indemnify any present or former director or officer of the Association, or another individual who acts or has acted at the

Association's request as a director or an officer or in a similar capacity of another entity, or another individual who has undertaken any liability on behalf of the Association, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Association or other entity.

15.4 Bonding

The Association shall carry bonding on all persons authorized as signing officers.

15.5 Travel Insurance

The Association shall carry travel insurance covering all Members, officers and members of committees when travelling on business for the Association.

15.6 Financial Year

The fiscal year of the Association shall be the period commencing on July 1 in each year and ending on the following June 30.

16. NOTICE

16.1 Method of Giving Notices

Any notice (which term includes any communication or document) 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, member of a committee 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 Association or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Association in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) of the *Act*; or
- b. if mailed to such person at such person's address as shown in the records of the Association by prepaid ordinary or air mail; or
- c. if sent by courier to such person at such person's address as shown in the records of the Association; or
- d. if sent to such person by telephonic, electronic or other communication facility at such person's address for that purpose as shown in the records of the Association; or
- e. 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; a notice so sent by means of courier shall be deemed to have been given on the second day that is not a holiday that follows the day that the courier was given the notice; 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 Executive Director may change or cause to be changed the recorded address of any Member, Director, officer, public accountant or member of a Standing Committee or other committee in accordance with any information believed by the Executive Director to be reliable. The declaration by the Executive Director 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 Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed or electronically affixed in accordance with the requirements of the Act.

16.2 Omissions and Errors

The accidental omission to give any notice to any Members, Director, officer, member of a committee or public accountant, or the non-receipt of any notice by any such person where the Association 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.

17. INVALIDITY OF ANY PROVISIONS 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.

18. RULES OF ORDER

18.1 Rules of Order and Council

Council shall be conducted according to rules of order approved by an ordinary resolution duly passed by the Members entitled to vote (referred to as the Rules of Order), on the recommendation of the Elections and Resolutions Committee. In all matters not regulated by Rules of Order in effect from time to time and at any time, or governed by the By-laws, Robert's Rules of Order shall prevail.

18.2 Availability of Rules of Order

Copies of the Rules of Order shall be kept by the Executive Director. These shall be circulated to all Members entitled to vote at Council by the Elections and Resolutions

Committee. The Executive Director shall make available copies of the Rules of Order to all Directors upon their election and as and when the Rules of Order are amended.

18.3 Robert's Rules of Order

A copy of Robert's Rules of Order shall be available at all meetings of Council.

19. CONFLICT OF INTEREST

The Executive, each of the Standing Committees, the Elections and Resolutions Committee, every other committee constituted from time to time, as well as every Director and member of the aforementioned committees, shall be subject to the following:

The Executive and each committee shall be conscious of and sensitive to the issues of conflict of interest and apprehension of bias. A Director or a committee member who perceives an issue of possible conflict of interest or apprehension of bias on their own part, or on the part of another Director or, as applicable, member of the committee, whether it arises from a personal involvement or through the involvement of the Director's or the member's local or provincial association, shall raise it. The matter shall be discussed and then resolved by, as applicable, the remaining members of the Executive and the remaining members of the committee, and such remaining members may direct the Director or the member who is the subject of the concern about a conflict of interest or apprehension of bias to be absent from discussion, impose specified limitation on the Director's or member's involvement, or conclude that no action needs to be taken.

20. BY-LAWS, AMENDMENTS TO BY-LAWS AND REPEAL OF BY-LAWS

20.1 Power to Make, Amend and Repeal By-laws

The power to make, amend and repeal By-laws of the Association is restricted to the Members entitled to vote on such a matter, upon and subject to the terms and conditions set out in this article.

20.2 Voting Procedure

Except as provided in section 20.5 of this By-law, all votes at Council to make, amend and/or repeal By-laws shall be conducted using the Weighted Voting Procedure and the Unweighted Voting Procedure and shall require a two-thirds majority of both the weighted vote and the unweighted vote.

20.3 Notice of By-law

Subject to sub-section 197(1) of the Act and except as otherwise provided in section 20.5, below, the Members entitled to vote thereon may, by a special resolution duly passed at Council in accordance with section 20.2 of this By-law, make, amend and repeal the By-laws of the Association, provided that notice containing the motion of, as applicable, the proposed By-law, the proposed amendments and the proposed repeal, is

given to Members entitled to vote at least one month prior to the Council at which the proposed motion is to be considered.

20.4 Amendments to Motions related to By-laws

When notice to make, amend and /or repeal the By-laws of the Association is given in accordance with section 20.3, above, amendments to the motion setting forth the proposed By-law, the proposed amendments and the proposed repeal may be accepted from the floor of Council, and other related motions may be put, provided such amendments or related motions are of a technical nature and do not alter the essential substance of the proposed By-law, the proposed amendments and / or the proposed repeal set forth in the notice.

20.5 Making By-laws and Mail Ballots

If Members at a Council decide, by a special resolution duly passed by the Members entitled to vote, that the vote on a proposed By-law, proposed amendments to a By-law and / or proposed repeal of a By-law shall be conducted by a mail ballot, then, subject to sub-section 197(1) of the Act, the following shall apply:

- a. notice containing the motion of, as applicable, the proposed By-law, the proposed amendments and the proposed repeal, shall be given to Members entitled to vote at least six weeks prior to the Voting Day;
- b. briefs opposing the proposed motion shall be circulated at least two weeks in advance of the Voting Day, if received at the registered office of the Association in time to do so;
- c. the motion set forth in the notice shall pass if at least three-quarters of the votes cast are in favour of the motion and at least a majority of the Members entitled to vote submit their ballots by the time on the Voting Day as set forth in the rules and regulations for the conduct of the vote.

In the event of a postal disruption at any point during the six-week period, the Executive Committee shall have the authority to provide alternative methods of delivery. Except as provided herein, all other procedures in relation to mail ballots shall be determined from time to time by the Elections and Resolutions Committee.

21. REPEAL OF PRIOR BY-LAWS

All prior By-laws of the Association shall be repealed in their entirety upon the coming into force of this By-law, without prejudice to any actions taken by or on behalf of the Association under or by the authority of such prior By-laws. Neither the enactment of this By-law nor the repeal of the prior By-laws of the Association shall invalidate any past act of any Director, officer, Member or other person, including, without limitation, resolutions of the Executive, any committee of the Association and of the Members enacted or passed pursuant to any prior By-law, it being the intention that this By-law shall speak only from the date it comes into force and effect,

without in any way affecting any resolution duly passed or any act done, or any right existing, acquired, established, accruing or accrued, under any prior By-law of the Association.

22. EFFECTIVE DATE

This By-law shall come into force and effect on the date that the Association is continued under the Act.