

# Memorandum

**Date:** October 23, 2020  
**To:** CAUT Council  
**From:** David Robinson, CAUT Executive Director  
**Re:** **Notice of CAUT By-law Amendment**

*The Canada Not-for-profit Corporations Act (CNCA)* provides that a corporation can hold virtual meeting of members only if the By-laws or the Articles specifically provide for it. CAUT's Articles of Continuance and the current By-law are silent on virtual meetings of Council. The ongoing pandemic and the restrictions on travel and in-person meetings thus requires CAUT to amend the By-law to allow for virtual meetings of Council when needed or required.

The key changes proposed in the attached amending By-law are as follows:

- 8.1m.i. deals with semi-virtual meetings of members. The default rule under the CNCA is that a meeting of members may be held in-person at a physical location with members having the option to participate remotely by electronic means if the corporation makes available such a facility (hereinafter referred to as a "semi-virtual meeting"). If the by-laws are silent on electronic participation in a meeting of members or if the by-laws do not contain a provision prohibiting electronic participation, then semi-virtual meetings of members are allowed. Although it is the default rule in the CNCA, this provision is included in the attached draft By-law for purposes of clarity and completeness.
- The purpose of sub-section 8.1m.ii. is to provide for holding an entirely virtual meeting of members (as opposed to a semi-virtual meeting). As mentioned above, the default rule under the CNCA is that entirely virtual meetings of members are not allowed unless expressly provided for in the by-laws.
- Sub-section 8.1m.iii. deals with voting while participating electronically in a semi-virtual or entirely virtual meeting of members. In effect, the electronic voting method provided to members must create the functional equivalent of a secret ballot.