



# BY-LAWS



## **CANADIAN ASSOCIATION FOR CO-OPERATIVE EDUCATION**

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## THE CANADIAN ASSOCIATION FOR CO-OPERATIVE EDUCATION

The Canadian Association for Co-operative Education was incorporated on March 1, 1979 as a charitable organization.

The objects of the Corporation are:

To provide a forum for individuals and institutions interested in co-operative education and more specifically:

1. To broaden the interpretation and understanding of the significance and values of co-operative education.
2. To strengthen the functioning of co-operative education through active interchange of ideas and experience among educators, employers and students.
3. To provide a source of information about co-operative education to counsellors, teachers, administrators in post-secondary education, and the employment community.
4. To extend participation in co-operative education.
5. To provide a program accreditation service to its members.
6. To encourage and co-ordinate fact-finding surveys, studies and long-term research in areas related to the objects of the Corporation.
7. To provide Members with a medium for the exchange, review and evaluation of co-operative education related information and particularly in the form of professional training seminars for new and experienced co-operative personnel.
8. To co-ordinate its activities with other related national and international organizations.

**THE CANADIAN ASSOCIATION FOR CO-OPERATIVE EDUCATION  
BY-LAW NO. 1**

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## BY-LAW NO. 1

A by-law relating generally to the transaction of the affairs of THE CANADIAN ASSOCIATION FOR CO-OPERATIVE EDUCATION (L'ASSOCIATION CANADIENNE DE L'ENSEIGNEMENT COOPÉRATIF).

BE IT ENACTED as a by-law of THE CANADIAN ASSOCIATION FOR CO-OPERATIVE EDUCATION (L'ASSOCIATION CANADIENNE DE L'ENSEIGNEMENT COOPÉRATIF) (hereinafter referred to as the "Corporation") as follows:

### 1. INTERPRETATIONS

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

"Act" means the Canada Corporations Act and any act that may hereinafter be substituted therefore, as from time to time amended;

"Board" means the Board of Directors of the Corporation;

"By-laws" means all By-laws of the Corporation;

"Co-operative Education" means a process of education which formally integrates a student's academic studies with work experience in employer organizations.

"Co-operative Educational Institution" means a post secondary educational institution which offers at least one co-operative education program;

"Co operative Education Program" means a program which alternates periods of academic study with periods of work experience in appropriate fields of business, industry, government, social services and the professions in accordance with the following criteria:

- (i) each work situation is developed and/or approved by the co-operative educational institution as a suitable learning situation;
- (ii) the co-operative student is engaged in productive work rather than merely observing;
- (iii) the co-operative student receives remuneration for the work performed;
- (iv) the co-operative student's progress on the job is monitored by the co-operative educational institution;
- (v) the co-operative student's performance on the job is supervised and evaluated by the student's co-operative employer;
- (vi) the time spent in periods of work experience must be at least thirty per cent of the time spent in academic study.

"Co-operative Employer" means any employing organization which hires co-operative students;

"Co-operative Student" means a student registered in a post-secondary co-operative education program;

"Corporation" means the Canadian Association for Co-operative Education / L'Association Canadienne de L'Enseignement Coopératif (CAFCE);

"Letters patent" means the letters patent incorporating the Corporation as from time to time amended and supplemented by supplementary letters patent;

"Meetings of members" includes annual meetings of members and special meetings of members;

"Notice" means any communication or document given, sent, delivered, transmitted or served pursuant to these by-laws to a member, director, officer or auditor. A notice is deemed to have been given, sent, delivered, transmitted or served if delivered to the member's, director's, officer's, or auditor's last address as recorded in the membership register or the books of the Corporation. A notice which is delivered shall be deemed to have been given when it is delivered personally; a notice which is mailed shall be deemed to have been given when deposited in a post office or public letter box; a notice which is sent by means of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

Any member (or his duly appointed proxy or representative), director, officer or auditor may waive any notice required to be given to him/her under any provision of the Act or the letters patent or the by-laws of the Corporation, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

"Proxy" means a printed or written form executed in writing by a member or his/her duly authorized attorney by means of which a member appoints another person to attend and vote on the member's behalf at a meeting of the Corporation;

The "singular" includes the plural, and the plural includes the singular;

The "masculine gender" includes the feminine.

## **2. OFFICES**

### **2.01 National Office**

The National Office of the Corporation shall be in the Municipality of Metropolitan Toronto, in the Province of Ontario, and at such place therein as the Board may from time to time determine.

### **2.02 Other Offices**

The Corporation may by resolution establish other such offices and agencies elsewhere within Canada as the Board deems expedient.

## **3. SEAL**

The seal of the Corporation shall be in such form as may be prescribed by the Board from time to time, and shall have the words "The Canadian Association for Co-operative Education" and "L'Association Canadienne de L'Enseignement Coopératif" endorsed thereon.

## **4. MEMBERSHIP**

### **4.01 Admission**

Membership shall be open to individuals who are employed by co-operative educational institutions and/or co-operative employers and other persons interested in the development of post-secondary co-operative education. Application for membership shall be submitted in writing and include payment of the annual fee as fixed by the Board. All members shall be entitled to vote.

Admission to membership shall be by vote of the Board.

The Board shall have the right to refuse any application for membership for any reason which to the Board shall seem sufficient, provided that such motion for refusal is passed by a two-thirds (2/3) majority vote of the directors present at any meeting of the Board at which there is a quorum present.

#### 4.02 Categories

There shall be two categories of members: Voting Members and Honourary Members.

#### 4.03 Eligibility

##### (a) Voting Members

Institutional Member is any organization that participates or wishes to participate in a Co-operative Education Program. All members shall be voting members.

##### (b) Honourary Members

Honourary Member may be appointed by the Board which may waive the annual membership fee. An Honourary Member shall be a voting member.

#### 4.04 Termination

(a) Any member of the Corporation shall be removed from membership if the member fails to pay the annual fee within sixty (60) days after it is due. This shall not prejudice the member's right to re-apply for membership.

(b) Except as hereinafter set out, the Board may:

(i) by a resolution passed by a two-thirds (2/3) majority vote at any meeting of the Board at which a quorum is present, terminate any membership for acts prejudicial to the Association or to the objects for which it was formed or for reasons of a change of occupation with resultant inconsistency with the qualifications for membership.

(c) Any member whose membership has been terminated or who has been requested to resign or whose membership category has been ordered changed shall be given the specific reasons and shall be allowed thirty (30) days to present evidence to the Board why such action should not have been taken. After presentation and hearing by the Board, the decision of the Board shall be final and binding.

(d) The membership of a Director may not be terminated unless the Director has first been removed as a Director pursuant to Article 5.10 of this by-law.

#### 4.05 Resignation

Any member may resign from the Corporation by letter of resignation addressed to the Secretary of the Corporation at the National Office. Such resignation becomes effective on the expiration of one week from the date it is received or on such later date as may be specified in the letter of resignation.

#### 4.06 Membership Register

The Secretary of the Corporation shall cause the names and addresses of all members to be listed in the Corporation register of members.

### 5. **BOARD OF DIRECTORS**

#### 5.01 Directors

The affairs of the Corporation shall be managed by a Board of fourteen (14) Directors, each of whom at the time of election or appointment and throughout the term of office shall be a member of the Corporation. The Directors of the Association shall be:

##### Executive Committee

(a) The President

##### Regional Representatives

1. The Atlantic Region

- (b) The President-Elect
- (c) The Secretary
- (d) The Treasurer
- (e) The Past President
- Employer Representatives
- (a) Representative-at-Large
- (b) Representative-at-Large

- 2. The Quebec Region
- 3. The Ontario Region
- 4. The Manitoba Region
- 5. The Saskatchewan Region
- 6. The Alberta Region
- 7. The B.C./Yukon Region

The Executive Committee, in consultation with the Regional Representatives, shall appoint the Employer Representatives.

#### 5.02 Election of Directors

- (a) All Directors of the Executive Committee except the President, Past President shall be elected by the membership. The Treasurer shall be appointed by the Board.
- (b) The President-Elect shall automatically become President of the Corporation one (1) year after the commencement of his/her term of office as President-Elect.
- (c) Regional Representative shall be chosen by members their respective regions.
- (d) No person shall serve as President for more than two (2) consecutive years.
- (e) If the Office of President becomes vacant during the term of office, the Past President and President Elect will discuss and determine who shall assume the duties of President for the balance of the term.
- (f) The election or appointment of the Executive Committee Directors shall be announced at the annual meeting, and these Directors will take office immediately subsequent the annual meeting and hold office until the following annual meeting or until a successor is elected or appointed.

#### 5.03 Conduct of Elections

- (a) The President-Elect and the Secretary shall be elected by a simple majority of votes cast by the members.
- (b) Elections of Officers listed in 5.03 (a) shall be by e-mail or faxed ballot which shall be conducted by the Nominating and Awards Committee. However, in the event that the mailed in votes are less than 10% plus one (1) of the membership, the vote will be deemed null and void and the election of the Directors shall be re-addressed at the next annual meeting.
- (c) At least ninety (90) days prior to the annual meeting of members, a request for nominations shall be mailed electronically by the Nominating and Awards Committee to all members of the Corporation. Included with the request will be nomination guidelines, nomination forms, a list of incumbent Directors, the nomination status of each incumbent Director (whether or not each intends to stand for re-election) and an outline of the responsibilities of each office. Nominations must be received not less than sixty (60) days prior to the annual meeting of members. Should a member of the Nominating and Awards Committee be nominated and agree to stand for election, the member shall resign from the Committee and a replacement, if necessary shall be appointed.
- (d) The Nominating and Awards Committee may make nominations in addition to those submitted in response to its request for nominations to all members. The nominations made by the Committee shall be decided upon by at least a majority of the Committee. The Committee in deciding its nominations shall be guided by the principle that it is in the best interests of the Association that each region of Canada is represented amongst the nominees and that both institutional and employer members are represented and that both male and female candidates be amongst the nominees.
- (e) The Nominating and Awards Committee shall confirm the eligibility of all nominees and obtain agreement from those nominated to let their names stand. A slate of candidates shall be prepared and sent to all members at least forty-five (45) days prior to the annual meeting of members. The e-mail will include biographies of the candidates, a ballot. Ballots must be returned to the Committee to be received not later than twenty-one (21) days prior to the annual meeting.
- (f) The Chair of the Nominating and Awards Committee, a non-candidate member appointed by the Chair

and the Executive Director/Office Manager shall act as scrutineer. In the absence of an Executive Director/Office Manager, a second non-candidate member shall be appointed scrutineer by the Chair.

- (g) Election results will be announced by the Chair of the Nominating and Awards Committee at the annual meeting of members.
- (h) Employer representatives shall be appointed by a majority of the Executive Committee and Regional Representatives, from time to time, as deemed appropriate.
- (i) Appointed Employer Representatives shall be announced at the annual meeting, and these representatives will take office immediately subsequent the annual meeting and hold office until the following annual meeting or until a successor is appointed.

#### 5.04 Irregularity in Elections

Whenever at any election of the Board the full number of Directors is not elected, the Directors elected may exercise all the powers of the Board so long as the number of Directors so elected is a majority of the full Board as provided for in Article 5.01.

#### 5.05 Validity of Acts

No act of a Director is invalid by reason only of any defect that is thereafter discovered in the election or appointment of the Director.

#### 5.06 Board Functions

The functions of the Board shall include but not be limited to:

- (a) furthering the established objects of the Corporation;
- (b) representing the membership according to the established objects of the Corporation;
- (c) administering the business of the Corporation between meetings of the members;
- (d) formulating policies, regulations and practices to govern the activities of the Corporation, such policies, regulations and practices to be consistent with the established objects and by-laws of the Corporation;
- (e) directing the execution of the policies, regulations and practices so formulated.

#### 5.07 Powers

The Board shall administer the affairs of the Corporation in all things and may make or cause to be made for and to the name of the Corporation any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is by its letters patent or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the Board is expressly empowered, from time to time:

- (a) to manage and control the property and affairs of the Corporation and to formulate its policies;
- (b) to exercise all the powers of the Corporation as are not by any governing Act or by this by-law required to be exercised by the members at a meeting;
- (c) to take such steps as it deems requisite to enable the Corporation to receive donations, bequests and benefits for the purpose of furthering the objects of the Corporation;
- (d) to enact, amend and repeal by-laws (subject to the provisions of Article 12 of this by-law) and regulations for the management of the affairs of the Corporation and the conduct of meetings and elections;
- (e) to determine the conditions under which any activity may be carried on under the joint auspices of the Corporation and any other group, association or organization;
- (f) to authorize and make expenditures on behalf of the Corporation from time to time for the purpose of furthering the objects of the Corporation;
- (g) to enter into trust arrangements with one or more trust companies for the purpose of creating trust funds in which the capital and interest may be made available for the purposes of the Corporation in honour and recognition of various persons who have made notable contributions to the Corporation;
- (h) to appoint such Officers, agents and employees as it shall deem necessary from time to time; to prescribe the duties and authorize the actions of such Officers, agents and employees and to fix the

- remuneration of such Officers, agents and employees;
- (i) to prescribe rules and regulations relating to the management and operation of the Corporation which are not inconsistent with these by-laws.

#### 5.08 Resignations

Any Director may resign from the Board at any time by delivering a letter of resignation to the President, or to a meeting of the Board. Such resignation shall be effective on the expiration of one week from the date it is received or on such later date as may be specified in the letter of resignation.

#### 5.09 Removal of Directors

The members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a meeting of the members, remove any Director for just cause before the expiration of the term of office.

#### 5.10 Vacancies

A vacancy or vacancies shall be deemed to have occurred:

- (a) If a Director should resign in accordance with article 5.08 of this by-law;
- (b) If an order is made declaring a Director to be a mentally incompetent person or incapable of handling his affairs;
- (c) If a Director is removed in accordance with article 5.09 of this by-law;
- (d) If a Director should die;
- (e) If the number of Directors is increased between the terms.

Vacancies other than the President may, so long as a quorum of Directors remains in office, be filled by the Directors from among the members of the Corporation. If there is not a quorum of Directors in office, the remaining Directors shall forthwith call a meeting of the members to fill such vacancies. Notice of such a meeting shall clearly state the purpose of the meeting and shall include a request for nominations.

#### 5.11 Meetings

- (a) The Board shall have a minimum of two (2) meetings per year.
- (b) Meetings of the Board may be held at any time or place as the Directors may, in their discretion, determine.
- (c) Any Director may, if all the Directors consent, participate in a meeting of the Board through the use of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A person participating in a meeting pursuant to this subsection shall be deemed to be present at that meeting.
- (d) A meeting of the Board may be formally called by the President or by the Secretary on directions of the President, or by the Secretary on direction in writing of any three (3) members of the Board.
- (e) Notice of any meeting of the Board shall be delivered, telephoned or e-mailed to each Director not less than seven (7) days before the meeting is to take place; or shall be mailed to each Director together with necessary pertinent material not less than fourteen (14) days before the meeting is to take place. No formal notice shall be necessary if all Directors are present at the meeting or all Directors waive notice thereof in writing.
- (f) Each newly elected Board, provided a quorum of Directors is present, may, without notice, hold its first meeting for the purpose of organization and the appointment of Directors and Officers immediately following the annual meeting of members at which the election of such Board was announced.
- (g) A quorum for any meeting of the Board of Directors shall be a majority of the Board.
- (h) Except as otherwise provided in this by-law, questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chair shall cast a deciding vote. All votes at any meeting of the Board shall be taken orally unless a ballot is requested by any Director present. If at any meeting a ballot is requested it shall be taken in such manner as the Chair directs.
- (i) A Director who is present at a meeting of the Board is deemed to have consented to any resolution passed thereat unless s/he requests that her/his dissent be entered in the minutes of the meeting. A Director who votes for or consents to a resolution is not entitled to dissent.

- (j) The Board may invite such persons as may be required to properly manage the affairs of the Corporation to attend its meetings. Such persons may be given a deliberative voice in Board meetings but shall have no right to vote.
- (k) Each "Director-at-Large (Employer)" may name an alternate as their representative to attend a meeting, if they are unable to attend.

#### 5.12 Remuneration of Directors

- (a) The Directors shall serve without remuneration. A Director may be reimbursed for proper out-of-pocket expenses incurred on the business of the Corporation. The Board, by resolution may authorize reimbursement of expenses incurred by Directors in attending Board meetings, Committee/Council meetings or meetings of members, or other meetings to represent the Association or to conduct its business.
- (b) If any Director of the Corporation otherwise than as a Director shall be a member of a firm or a shareholder, Director or officer of a company which is employed by or performs services for the Corporation, this fact alone shall not disentitle such Director or such firm or company, as the case may be, from receiving proper remuneration for such services.

### 6. **COMMITTEES/COUNCILS**

#### 6.01 Standing Committees/Councils

The Board shall create such standing committees/councils as are deemed necessary to carry out the established objectives of the Corporation. Standing committees/councils shall be created for the investigation, study and operation of all matters related to the fulfillment of the established objects of the Corporation which are of a continuous or reoccurring nature. The terms of reference of all standing committees/councils shall be defined in this by-law.

- (a) Unless otherwise provided in this by-law the Chair of each standing committee/council will establish each standing committee and shall be approved by the Board.
- (b) Chair of standing committees/councils may be drawn from the Board. Whenever a non-Board member is appointed to chair a standing committee/council, the appointee shall be made an Ex Officio member of the Board
- (c) Unless otherwise provided in this by-law all standing committees/councils of the Corporation shall be composed of a minimum of three (3) members.
- (d) Unless otherwise provided in this by-law, a copy of the minutes of all meetings of standing committees/councils shall be filed with the National Office and shall form part of the permanent records of the Corporation.
- (e) Meetings of standing committees/councils shall be held upon the call of the Chair. All standing committees/councils shall meet at least once during the fiscal year unless specifically exempted by the Board.
- (f) A quorum for any meeting of a standing committee/council shall be a majority of the members of the committee/council.
- (g) Any standing committee/council member may participate in a meeting of the committee/council through the use of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A person participating in a meeting pursuant to this subsection shall be responsible for any associated cost that the Corporation would not normally cover and is deemed to be present at that meeting.
- (h) Each standing committee/council shall submit to the Board at least thirty (30) days prior to the annual meeting a written report which shall include a summary of its activities and recommendations, if any. Copies of such reports shall be made available to the membership at the annual meeting.
- (i) The standing committees/councils of the Corporation shall be:
  - (i) The Accreditation Council

#### 6.02 Terms of Reference

The terms of reference of the standing committees/councils shall be as follows:

(i) The Accreditation Council

The Accreditation Council shall consist of:

One (1) Member appointed by the Chief Executive Officer of each co-operative education institution with an accredited program and at least one member appointed by the Board.

The Chair shall preside at all meetings of the council and shall have overall responsibility for the general and active management of the business of the council and shall ensure that all orders and resolutions of the Council are carried into effect. It shall be the duty of the Chair to enforce and abide by the provisions of the by-laws of the Corporation with respect to accreditation.

All members of the Accreditation Council shall be members of the Corporation. A Chair, Vice-Chair, and Secretary shall be elected biennially by the Council. No person shall serve as Chair for more than two (2) consecutive years.

The Council shall review and assess co-operative education programs on behalf of the Corporation.

More specifically the Council shall:

- Establish and maintain rules and procedures for the conduct of its business;
- Establish the standards according to which co-operative education programs will be accredited by the Corporation;
- Review the standards according to which co-operative education programs will be accredited by the Corporation and amend those standards as required;
- Receive and respond to suggestions and queries regarding appropriate standards for accreditation as provided by the membership of the Corporation;
- Establish guidelines, documentation, and procedures by which co-operative education programs shall be evaluated for accreditation purposes;
- Establish an appeal procedure;
- Establish documentation and evaluation standards and procedures by which co-operative education programs shall be evaluated for accreditation purposes;
- Evaluate co-operative education programs presented to it and, on behalf of the Corporation award interim or full accreditation or withhold accreditation in accordance with the established standards;
- Establish on behalf of the Corporation a period of accreditation;
- Recommend to the Board an appropriate fee structure for the evaluation of programs such that the review and assessment procedure is self-supporting. All fees shall be paid to the Corporation;
- Appoint sub-committees to conduct the review of co-operative education programs brought forward for accreditation in accordance with the established guidelines and procedures. Such sub-committees shall be comprised of a minimum of three (3) members of the Corporation, one (1) of whom must be a member of the Council;
- Recommend to the membership of the Corporation such standards of performance and ethical codes as it may from time to time deem desirable for the guidance of students, employers and co-operative education program staff.

The Council shall review minutes or portions of minutes from Council meetings detailing decisions to grant or withhold accreditation and shall be filed with the Secretary, they will become part of the permanent records of the Corporation. The Accreditation Council may, by majority vote, exclude any Ex Officio members of the Council from any portion of its meetings at which decisions to grant or withhold accreditation will be taken.

### 6.03 Ad Hoc Committees

Ad Hoc committees may be created by the Board to support the specific needs of the Corporation. The responsibilities and powers of each ad hoc committee shall be defined by the Board and provided to the newly created committee.

- (a) The appointment of persons to serve on Ad Hoc committees shall be made by the President who shall

also designate a Chair.

- (b) The Terms of Reference for each Ad Hoc Committee shall be developed by the individual committee, be approved and recorded in the permanent records of the Corporation.
- (c) A copy of any reports prepared by ad hoc committees shall be filed with the Secretary and shall form part of the permanent records of the Corporation.

## 7. OFFICERS

### 7.01 Appointment of Officers

- (a) The Officers of the Corporation shall be a President, a President-Elect, a Secretary, a Treasurer, two (2) Directors-at-Large (Employer), and a Past President, all of whom shall be members of the Corporation.
- (b) No member shall hold more than one (1) of the aforesaid offices at a given time.
- (c) The Board may appoint an Executive Director/Office Manager who shall be an Officer of the Corporation. The tenure of the Executive Director/Office Manager will be reviewed at least biennially.

### 7.02 Assignment of Powers and Duties

The Board may assign any powers and duties which in its discretion it deems desirable, to any Officer who shall perform such assignment. In the case of absence of an Officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of any Officer to any other Officer or Officers, but only so long as such delegation is required.

### 7.03 President

The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board and of the members and sign such contracts, documents or instruments in writing as require the signature of the President. The President shall have overall responsibility for the general and active management of the business of the Corporation and shall ensure that all orders and resolutions of the Board are carried into effect. The President shall be a member Ex Officio of all committees/councils. It shall be the duty of the President to enforce and abide by the provisions of all by-laws of the Corporation.

### 7.04 President Elect

In the absence, disability or refusal to act of the President, the Board may vest all the powers and duties of the President in the President-Elect. The President-Elect shall sign such contracts, documents or instruments in writing which require the signature of a President-Elect and shall have and perform all powers and duties incident to the office and such other powers and duties as may from time to time be assigned by the Board. The President-Elect may be required to assume the Office of President in the event a President vacates his/her position during the term in accordance with 5.02(e) of this By-law.

### 7.05 Secretary

The Secretary shall attend all meetings of the Board and the members and cause to be recorded all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall cause to be given all notices required. The Secretary shall ensure the security of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation, which the Secretary shall deliver only when authorized by a resolution of the Board and only to such person or persons as may be named in the resolution or to a successor. The Secretary shall perform such other duties as may from time to time be determined by the Board.

### 7.06 Treasurer

The Treasurer shall cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall cause to be deposited all monies or other valuable effects in the name and to the credit of the Corporation in such depositories as may from time to time be designated by the Board. The Treasurer shall cause to be disbursed the funds of the Corporation under the direction of the Board, taking proper vouchers therefore and shall render to the Board at the regular meetings thereof or

whenever required, an account of all financial transactions and of the financial position of the Corporation. The Treasurer shall prepare an annual budget for the approval of the Board and shall also perform such other duties as may from time to time be determined by the Board.

7.07 Past President

The Past President shall act in an advisory capacity to the Board and make available to it the benefit of his/her knowledge and experience in relation to the affairs of the Corporation. The Past President shall serve as Chair of the Nominating and Awards Committee, and shall perform such other duties as may from time to time be assigned by the Board. The Past President may be required to assume the Office of the President in the event a President vacates his/her position during the term in accordance with 5.02(e) of this Bylaw.

7.08 Employer Representatives

Representative-at-Large shall represent the various interests of employers and educators on the Board, and shall perform such other duties as may from time to time be assigned by the Board.

7.09 Executive Director/Office Manager

The Board may appoint an Executive Director/Office Manager who shall be chief administrative officer and shall perform such duties as prescribed by the Board. The Executive Director/Office Manager shall report to the President.

7.10 Remuneration of Officers

- (a) The Officers, excepting the Executive Director/Office Manager, shall serve without remuneration. An Officer may be reimbursed for proper out-of-pocket expenses incurred on the business of the Corporation. The Board, by resolution may authorize reimbursement of expenses incurred by Officers in attending Board meetings, Committee/Council meetings or meetings of members, or other meetings to represent the Association or to conduct its business.
- (b) If any Officer of the Corporation otherwise than as an Officer shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, this fact alone shall not disentitle such Officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

7.11 Indemnity of Officers

Every Director and every Officer of the Corporation and their heirs, executors and administrators, estate and effects, respectively, shall at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against director for or in respect of any act, deed, matter or thing whatsoever made, done or permitted in or about the execution of the duties of Office; and
- (b) all other costs, charges and expenses which are sustained or incurred in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by willful neglect or default of the Director or Officer.

No Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same happen by or through his own wrongful and

willful act or through his own wrongful and willful neglect or default.

The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation except such as shall have been submitted to and authorized or approved by the Board of Directors.

#### 7.12 Removal of Officers

The members of the Corporation may, by resolution passed by at least two thirds (2/3) of the votes cast at a meeting for the members, remove any Officer except the Executive Director/Office Manager for just cause before the expiration of the term of office. The Executive Director/Office Manager may be removed by a majority vote of the Board.

### 8. MEETING OF MEMBERS

#### 8.01 Annual Meeting

The annual meeting of the members shall be held at such time and on such day in each year as the Board may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, appointing auditors, and for the transactions of such other matters as may properly be brought before the meeting.

#### 8.02 Special Meetings

Other meetings of the members of the Corporation may be convened by order of the President or by the Board or upon written request of not less than twenty-five percent (25%) of the members. The Board shall determine the time and place of such special meetings.

#### 8.03 Persons entitled to attend

Persons entitled to attend a meeting of members are:

- (a) voting members
- (b) honorary members
- (c) any other person on the invitation of the Chair of the meeting or with the consent of the meeting.

#### 8.04 Notice

Notice of annual or special meetings of the members shall be given to each member not less than twenty-one (21) days before the day fixed for the holding of such meeting.

#### 8.05 Membership Register

The membership register (see article 4.06) shall be kept on file at the national office of the Corporation for a period of ten (10) days prior to an annual or special meeting of the members and shall be available for inspection by any member at any time during usual business hours. Such membership register shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting.

#### 8.06 Vote

- (a) Each member shall be entitled to one (1) vote on each question arising at any special or general meeting of the members.
- (b) At all meetings of the Corporation every question shall be decided by a majority of votes unless otherwise specifically provided by the Canada Corporation Act or by these by-laws.
- (c) Every question submitted to any meeting of members shall be decided by a show of hands unless a ballot is demanded. In the case of an equality of votes, the Chair shall, both on a show of hands and at a ballot, cast the deciding vote.
- (d) At all meeting every member present in person shall have one (1) vote on a show of hands. At every

meeting every member present in person, electronically, or by proxy shall have one (1) vote upon a ballot.

- (e) If at any meeting a ballot is demanded, it shall be taken in such manner as the Chair directs.
- (f) A demand for a ballot may be withdrawn.

#### 8.07 Proxies

- (a) Votes may be given either personally or by proxy. An instrument appointing a proxy shall be in writing, shall be signed by the appointer, and shall cease to be valid after the expiration of the meeting for which the proxy is given or any adjournment thereof. The instrument shall be deposited with the Secretary prior to the meeting for which the proxy is given or at such earlier time and in such manner as the Board may prescribe. A member may revoke a proxy by depositing an instrument in writing with the Secretary on the day of the meeting or any adjournment thereof or by appearing personally at the meeting or any adjournment thereof.
- (b) A proxy must be a member.

#### 8.08 Quorum

Fifty (50) voting members of the association represented in person or by proxy, shall constitute a quorum at a meeting of members. In the absence of a quorum, the members present shall have the power to adjourn the meeting without notice other than announcement at the meeting until a quorum shall be present. Only such business as may have been transacted at the meeting originally called may be transacted at any adjournment thereof.

#### 8.09 Adjournment

The Chair at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

#### 8.10 Rules of Order

The governing rules of order for all meetings of the members shall be Robert's Rules of Order (Latest Edition) insofar as they are consistent with these by-laws. In other cases these by-laws shall govern.

### 9. **REGIONAL COMMITTEES**

#### 9.01 Organization

Any five (5) members may make application to form a Regional Committee of the Association.

- (a) An application for the organization of a Regional Committee shall be in writing and addressed to the Secretary.
- (b) The application shall set out the names and addresses of the applicants and the territory for which the proposed Regional Committee is to be constituted. The application should also include a statement of purpose for the proposed Regional Committee.
- (c) The Board may approve the establishment of Regional Committees all in such manner and subject to such regulations as it may from time to time determine.
- (d) A Regional Committee has authority to deal with matters of regional interest in a manner consistent with the objects and general policies of the Corporation.
- (e) A Regional Committee Officer or member shall not incur any debt, liability or other obligation in the name of the Corporation without the express consent of the Board.
- (f) A Regional Committee shall not use the logo of the Corporation or consider itself to be representative of the Corporation without the express consent of the Board.
- (g) The Board may suspend a Regional Committee for acts prejudicial to the Association or to the objects for which it formed for such period of time as is necessary to examine the conduct of its affairs or its lack of activity and may, after giving the Regional Committee a fair hearing and if the circumstances warrant, remove its Regional Committee status.

## 10. EXECUTION OF INSTRUMENTS

- (a) Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by the President or President-Elect together with the Secretary or the Treasurer or the Executive Director/Office Manager.
- (b) All contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.
- (c) The Board shall have the power from time to time by resolution to appoint any Officer or Officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- (d) The seal of the Corporation may, when required, be affixed to contracts, documents and instruments in writing signed as aforesaid.
- (e) The term "contracts, documents or instruments in writing" as used in this by-law shall include deeds, leases, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

## 11. FEES AND FINANCES

### 11.01 Annual Fees

- (a) The annual fee for a member shall be such amount as the Board may from time to time determine subject to approval by the membership at its next meeting. Failing such approval, the former fee shall remain in force.
- (b) The annual fees become due on the date of acceptance of the application for membership and renewals shall be due one month prior to the start of the membership year.

### 11.02 Annual Budget

The annual budget of the Corporation shall be prepared by the Treasurer and approved by the Board. The annual budget shall be made available to the members at each annual meeting.

### 11.03 Fiscal Year

The fiscal period of the Corporation shall terminate on the 31st day of August in each year or on such other date as the Board may from time to time by resolution determine.

### 11.04 Auditors

The members shall, at each annual meeting, appoint an Auditor to audit the accounts of the Corporation to hold office until the next annual meeting, provided that the Board may fill casual vacancy in the office of Auditor. The remuneration of the Auditor shall be fixed by the Board. The Auditors of the Corporation shall be given the same notice as the members, for the annual meeting.

### 11.05 Power to Borrow

The Corporation must receive formal approval from the membership to borrow money:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge debt obligations of the Corporation;
- (c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation.

The words "debt obligation" as used in this paragraph mean bonds, debentures, notes or other similar obligations of the Corporation whether secured or unsecured.

The Board may from time to time by resolution delegate to any two (2) individuals each of whom is a Director or Officer of the Corporation all or any of the powers conferred on the Directors by this Article to the full extent as the Board may in any resolution provide.

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its Directors or Officers independently of a borrowing by-law.

## **12. BY-LAWS**

### **12.01 Repeal**

All former by-laws of the Corporation are hereby repealed without prejudice to any action heretofore taken there under and all business of the Corporation transacted under the provisions of any by-law which is repealed by this by-law is hereby ratified, consented to and approved.

### **12.02 Amendment**

#### **(a) By the Board**

All by-laws of the Corporation may be amended or repealed at a meeting of the Board by a two-thirds (2/3) vote of the Directors present provided that notice of the proposed amendments or repeals is included in the notice for the meeting at which the amendments or repeals are to be considered or provided that all Directors waive, in writing their right to such notice. Notice that such amendment or repeal has been voted by the Board shall be sent to the membership and the amendment or repeal shall automatically be at an end unless the amendment or repeal is presented to the next annual meeting for approval. If it is approved by two-thirds (2/3) of the members present in person or in proxy, it shall remain approved subject to Ministerial consent. Written notice of such amendment or repeal shall be distributed at least sixty (60) days prior to the annual meeting of members. The Board may choose not to amend or repeal using the authority granted in this paragraph but instead to submit a notice of motion to the membership as outlined in (b) below.

#### **(b) By the Members**

Written notice of motion to amend, repeal or enact by-laws must be submitted by a member to the Board of Directors at least ninety (90) days prior to the annual general meeting and shall be distributed to the members at least sixty (60) days prior to the annual general meeting. If it is approved by two-thirds (2/3) of the members present at the meeting, it shall come into force and effect on the first day of the fiscal year following the meeting provided that Ministerial approval has been received.

### **12.03 Approval**

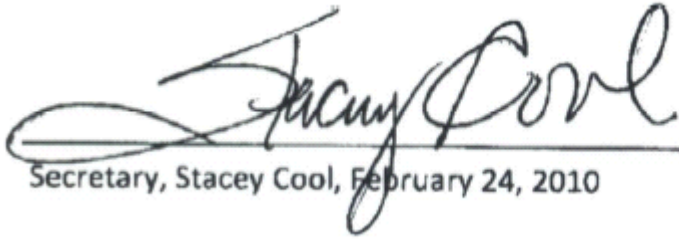
Notwithstanding anything herein contained to the contrary, no by-law or amendment or repeal thereof shall have any force or effect until it has been approved by the Minister of Consumer and Corporate Affairs.

## **13. DISSOLUTION**

In the event of the dissolution of the Corporation, any assets remaining after the just debts, obligations and liabilities are paid shall be distributed to one or more Canadian charitable organizations registered under the Income Tax Act, (Canada), which has similar goals and objectives as the Canadian Association for Co-operative Education (L'Association Canadienne de L'Enseignement Coopératif).

**SANCTIONED** by the members the 5th day of November 2009.

Approved by the Minister the 27<sup>th</sup> day of July 2010.



Secretary, Stacey Cool, February 24, 2010