

CANADIAN ASSOCIATION OF UNIVERSITY BUSINESS OFFICERS (CAUBO)

ASSOCIATION CANADIENNE DU PERSONNEL ADMINISTRATIF UNIVERSITAIRE (ACPAU)

BY-LAW NO. 1

Being a by-law to regulate generally the exercise of the powers of the Association and the calling and conduct of its meetings.

BE IT ENACTED AND IT IS HEREBY ENACTED as a By-law of the Canadian Association of University Business Officers as follow:

- Corporate seal:            1.            The seal of the corporation shall be in such form as shall be prescribed by the directors of the corporation and shall have the words "Canadian Association of University Business Officers/ Association Canadienne du Personnel Administratif Universitaire". It shall be maintained in the Head Office of the Corporation and shall be under the custody of the Executive Director or other such person as the Corporation may from time to time designate.
- Membership:                2.            Membership in the corporation shall consist of:
- (1)            Regular Members  
Regular membership shall be by institution only. Members shall be universities and colleges named in the Schedule on page 9 attached of the corporation and such other Canadian universities and colleges as are from time to time recommended for regular membership by the Board of Directors and are approved by vote of the corporation provided that each of such universities and colleges, including those federated with or affiliated to a university, shall satisfy the following condition:

Is an ordinary member of the Association of Universities and Colleges of Canada (AUCC) or is federated with or affiliated to a member of AUCC.

(2) Honorary Members

Former representatives of members of the corporation who have rendered outstanding service in promoting the purposes for which the corporation stands, without voting privileges, upon recommendation of the Board of Directors and by a majority of the regular members.

Termination or  
Voluntary  
Withdrawal

3. (1)

Termination

The membership of a regular member shall be terminated by means of a resolution approved by at least two-thirds of those present and voting at a meeting of the corporation acting upon a resolution of the Board of Directors stating that, in the opinion of the Board of Directors, the regular member has ceased to satisfy a condition or conditions as set out in section 2.

(2) Voluntary Withdrawal

A member may voluntarily withdraw from membership provided that intent to withdraw is submitted in writing to the Secretary-Treasurer at least thirty days in advance of the annual meeting of the corporation

Fees

4.

Fees shall be payable only by regular members and shall be determined from time to time by resolution of the Board of Directors, and subject to approval by the members at the annual meeting of the corporation.

Head Office

5. (1)

The Head Office of the corporation shall be located at the City of Ottawa, in the Regional Municipality of Ottawa-Carleton and Province of Ontario, Canada, at a place therein where the business of the corporation may from time to time be carried on;

(2)

The corporation may establish such other offices and agencies elsewhere within Canada as the Board of Directors may deem expedient by resolution.

- Board of Directors
6. The property and business of the corporation shall be managed by a board of thirteen directors.
  7. (1) The Board of Directors shall be composed of:
    - a) The President and Vice-President of the corporation who shall be the Chairman and Vice-Chairman of the corporation;
    - b) The immediate Past-President of the corporation;
    - c) The Secretary-Treasurer of the corporation
    - d) Eight Directors elected annually for a term of four years, on a rotation basis, as set out below:
    - e) The Executive Director of the corporation who shall be ex-officio.
  8. The elected directors shall be elected for a term of four years; provided however, that the initial first and second directors shall be elected for a term of one year, the initial third and fourth directors shall be elected for a term of two years, the elected fifth and sixth directors shall be elected for a term of three years and the initial seventh and eighth directors shall be elected for a term of four years. The ex-officio directors shall hold office for a term of one year.
  9. So long as a quorum of the Board of Directors remains in office, the Board of Directors may appoint an eligible person to fill the vacancy for the remainder of the term of any director who is unable to complete his term of office provided that such appointment is from the same regional area.
  10. Members of the Board of Directors, with the exception of the Executive Director, shall serve without remuneration in their capacity as members of the Board of Directors.
  11. Members of elective offices of the Board of Directors shall be elected at annual meetings of the corporation.
  12. Only representatives of regular members of the corporation shall be eligible for election to, and continuing membership on, the Board of Directors.

13. A director may be removed from office by a vote of at least two-thirds of the members present and voting at a special meeting of the Board, such action to be confirmed at the annual meeting of the corporation.
14. Nominations for election to the Board of Directors shall be submitted to the meeting of the corporation at which elections are being held by a Nominating Committee. The immediate Past-President shall act as Chairman of the Nominating Committee with such other members as may be appointed by the Board of Directors.
- Committees 15. There shall be an Executive Committee of the Board of Directors composed of the President, Vice-President, Past-President, Secretary-Treasurer, and the Executive Director who shall be ex-officio. The Executive Committee shall have such powers as the Board of Directors may from time to time delegate to it.
16. The Board of Directors has the power to establish by resolution such standing committees as are deemed necessary to advance the purposes of the corporation. Members of committees, including the Nominating and Executive Committees, shall serve for a term of one year, renewable and without remuneration. Any member of such committee may be removed from office by a vote of at least two-thirds of the directors present and voting at a special meeting called for that purpose or at any regular meeting of the Board of Directors.
- Meetings of the Board of Directors 17. (1) Meetings of the Board of Directors may be held at any time and place in Canada to be determined by the Directors provided that five days notice of such meeting shall be sent, in writing, to each director. A meeting may be held without formal notice if all directors are present or waive notice thereof in writing.  
(2) A simple majority of the Board of Directors present shall constitute a quorum for the transaction of Business at any

meeting of the Board.

- (3) Subject to provisions of the Canada Corporation Act, questions arising at any meeting of directors shall be decided by a majority of votes. In the case of equality of votes, the question shall be deemed to be decided in the negative.

Officers of the Corporation

18. (1) The officers of the corporation shall be the President, Vice-President, immediate Past-President, Secretary-Treasurer, and the Executive Director and such officers as the Board of Directors may from time to time determine.
- (2) The President, Vice-President and Secretary-Treasurer shall be elected by the corporation at the annual meeting and will hold office for one year.
- (3) Any elected officer may be removed from office by a vote of at least two-thirds of the directors present and voting at a special meeting called for that purpose or at any regular meeting of the Board of Directors. Any officer so removed ceases to be a member of the Board of Directors, such action to be confirmed at the annual meeting of the Corporation. Vacancies occurring during the year will be filled by the Board of Directors.
- (4) The Executive Director shall be appointed by the Board of Directors and shall serve in such capacity at the pleasure of the Board. The remuneration to be paid to the Executive Director shall be determined by the Board.

Duties of Officers

19. (1) It shall be the duty of the President to preside at all meetings of the corporation and its Board of Directors and, in general, supervise the affairs of the corporation and perform such other duties as may be assigned to him by the Board or by the corporation.
- (2) It shall be the duty of the Vice-President to assist the President in his duties and assume such duties as may be assigned to him by the President, the Board of Directors or the corporation.
- (3) The Secretary-Treasurer shall report to the President and shall attend all Board and regular meetings of the corporation and keep a record of all proceedings thereat.

He shall, in general, perform all duties incident to the office Secretary-Treasurer and such other duties as assigned to him by the President, the Board of Directors or the corporation.

- (4) The Executive Director shall report to the President (or his delegate) and be responsible to the Board of Directors for the management of the affairs of the corporation.

Meetings of the Corporation

20. (1) The annual meeting of the corporation shall be held at such place in each year as the Board of Directors may by resolution determine.
- (2) Special general meetings may be convened upon the written request for the calling of such a meeting which shall specify the business to be discussed and transacted at such meeting.
- (3) The President, or in his absence the Vice-President, shall preside at meetings of the corporation. In the absence of both the President and Vice-President, the delegates of regular members present at the meeting shall elect a Presiding Officer pro tempore. Such election shall be decided by a majority of the members present and voting.
- (4) Each regular member represented at a meeting shall be entitled to one vote.
- (5) At all meetings of members every question shall be determined by a majority of votes unless otherwise required by the Canada Corporations Act. In the case of an equality of votes, the question shall be deemed to be decided in the negative.
- (6) Fourteen days prior written notice shall be given to each member of any meeting. A majority of the members present and voting constitute a quorum at any meeting.

Auditors

21. The members shall, at each annual meeting, appoint an auditor of the corporation to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

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| Financial Year                      | 22. | The corporation shall by resolution determine the date on which its financial year shall end and may from time to time by resolution change such date.   |
| Signing Authority                   | 23. | All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons whether or not officers of the corporation and in such manner as the Board of Directors may from time to time designate.   |
| Contracts                           | 24. | Documents or any instruments in writing requiring the signature of the corporation shall be signed by any two of the President, Vice-President, Secretary-Treasurer or Executive Director and all contracts so signed shall be binding upon the corporation without any further authorization. However, the Board of Directors in their discretion may submit any contract, act or transaction for approval or ratification at any annual meeting of the corporation or any special meeting of the corporation called for the purpose of considering the same and any contract, act or transaction that shall be approved or ratified by a resolution passed by a majority of votes cast at any such meeting shall be as valid and as binding upon the corporation and upon all the members as though it had been approved or ratified by every member of the corporation. |
| Liability of Officers and Directors | 25. | Every officer or director of the corporation who has sustained any action or suit against him that is brought against him in the execution of the duties of his office on behalf of the corporation shall be indemnified and saved harmless out of the funds of the corporation except such costs as are occasioned by his own willful neglect or default.   |
| Amendments                          | 26. | These by-laws may be amended or repealed by by-law duly adopted by a two-thirds vote of the members present and voting at a meeting of the Board of Directors and subsequently sanctioned by a two-thirds vote of the members of the corporation present at a meeting provided   |

that such by-law shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

Rules and  
Regulations

27.

The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws, relating to the management and operation of the corporation, as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the corporation when they shall be confirmed, and in default of confirmation at such annual meeting, they shall cease to be in force.

LIST OF MEMBERS AS AT  
OCTOBER 14, 1977

Acadia University	Québec, Université du (Ste-Foy)
Alberta, The University of	Québec, Université du à Chicoutimi
Bishop's University	Québec, Université du à Montréal
Brandon University	Québec, Université du à Rimouski
Brescia College	Québec, Université du à Trois-Rivières
British Columbia, The University of	Queen's University
Brock University	Regina, University of
Calgary, The University of	Royal Military College of Canada
Cape Breton, College of	Ryerson Polytechnical Institute
Carleton University	Sainte-Anne, Université
Centre des Études Universitaires dans l'Ouest Québécois	Saint-Boniface, Collège de
Concordia University	Saint Francis Xavier University
Dalhousie University	St. John's College
Ecole des Hautes Études Commerciales	Saint Mary's University
Ecole National d'Administration Publique	University of Saint Michael's College
Ecole Polytechnique	Saint-Paul, Université
Guelph, University of	St. Paul's College
Hearst, Collège Universitaire de	St. Thomas More College
Huntington University	Saskatchewan, University of
Huron College	Sherbrooke, Université de
King's College (Ont.)	Simon Fraser University
King's College, University of (N.S.)	Sudbury, University of
Lakehead University	Toronto, University of
Laurentian University of Sudbury	Trent University
Laval, Université	Trinity College, University of
Lethbridge, University of	Victoria University (Ont.)
Mantioba, The University of	Victoria, University of (B.C.)
McGill University	Waterloo, University of
McMaster University	Western Ontario, The University of
Memorial University of Newfoundland	Wilfrid Laurier University
Moncton, Université de	Windsor, University of
Montréal, Université de	Winnipeg, University of
Mount Allison University	York University
Mount Saint Vincent University	
New Brunswick, University of	
Nipissing University College	
Nova Scotia College of Art and Design	
Nova Scotia Technical College	
Ontario Institute for Studies in Education	
Ottawa, University of	
Prince Edward Island, University of	