



THE BY-LAWS OF THE CANADIAN ASSOCIATION FOR UNIVERSITY CONTINUING EDUCATION (CAUCE)

1. The seal, an impression whereof is stamped above, shall be the seal of the Canadian Association for University Continuing Education (CAUCE).

Conditions of Membership

2. Membership in the association shall be limited to institutions, organizations or persons interested in furthering the objects of the association, and shall consist of the following four categories as defined below:
 - *Institutional*: University in good standing with the Association of Universities and Colleges of Canada (AUCC).
 - *Affiliate*: National, provincial and international associations, groups, organizations or institutions which are interested in or associated with continuing education at the post-secondary level but which are not eligible for membership in the Association of Universities and Colleges of Canada.
 - *Professional*: Any persons who are interested in or associated with continuing education at the post-secondary level.
 - *Honourary Membership*: Individuals selected by the directors in recognition of their contribution to University continuing education in Canada.

Decisions on applications for affiliate membership, as recommended by the membership committee, shall be made by the directors on behalf of the institutional membership and reported to the next annual general meeting. The directors may, at their discretion, defer a decision about an affiliate membership application to the institutional membership at the annual general meeting.

Decisions on applications for professional membership, as recommended by the membership committee, shall be made by the directors on behalf of the institutional membership and shall be reported to the next annual general meeting.

The Directors may appoint honorary members to the association.

3. Membership fees shall be as follows:
 - Institutional fees: Categories to be determined on the basis of a schedule approved by institutional members at an annual general meeting.

- Affiliate member fee: To be determined by the directors.
 - Professional member fee: To be determined by the directors.
 - Research fund: The research fund assessment for each member institution will be 12% of the annual membership fee, and will be included with the annual fee invoice.
4. Any member may withdraw from the association by delivering to the association a written resignation and lodging a copy of the same with the secretary of the association.

Secretariat

5. The secretariat of the association shall be in Canada, at such location therein as the directors may from time to time determine.

Directors

6. The property and business of the association shall be managed by an executive of seven members - representatives of member institutions - of whom four shall constitute a quorum.
7. The applicants for incorporation shall become the first directors of the association whose term of office on the executive shall be for one year.
8. Successors to the first directors with the exception of the past-president and president shall be elected for a term of one (1) year.
9. The office of director shall be automatically vacated:
- if a member shall resign his/her office by delivering a written resignation to the secretary of the association;
 - if he/she is found by a court to be of unsound mind;
 - if he/she is convicted of a criminal offense;
 - if he/she becomes bankrupt or suspends payments of debts generally or compounds with his/her creditors;
 - if at a special general meeting of members a resolution is passed by 2/3 of the members present at the meeting that he/she be removed from office;
 - on death.

Provided that if any vacancy shall occur for any reason in this paragraph contained, the directors by majority vote, may, by appointment, fill the vacancy with a member of the association.

10. Meetings of the directors may be held at any time and place to be determined by the directors provided that seven (7) clear days notice of such meeting shall be sent in writing to each director, provided there shall be at least three (3) meetings per year of the directors. One meeting shall be held before and after each annual general meeting. No

error or omission in giving notice of any meeting of the directors or any adjourned meeting of the executive of the association shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereof.

11. Directors as such, shall not receive any stated remuneration for their services, but, by resolution of the directors, expense of their attendance may be allowed for their attendance at each regular or special meeting of the directors. Nothing herein contained shall be construed to preclude any director from serving the association as an officer or in any other capacity and receiving compensation therefor. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his/her position as such; provided that a director may be paid reasonable expenses incurred by him/her in the performance of his/her duties; and provided further that any director who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the corporation.
12. A retiring director shall remain in office until the dissolution or adjournment for the meeting at which his/her retirement is accepted and his/her successor is elected. A director shall hold office until the next annual meeting of members following his/her election or appointment.
13. At the first meeting of members, following the annual general meeting, the directors then elected shall replace the provisional directors named in the Letters Patent of the association.
14. The directors may appoint such agents and engage such employees as they shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the directors at the time of such appointment.
15. The remuneration of all officers, agents and employees and committee members shall be fixed by the directors by resolution.

Indemnities to Directors and Others

16. Every director or officer of the association or other person who has undertaken or is about to undertake any liability on behalf of the association shall from time to time and at all times be indemnified and saved harmless out of the fund of the association from and against;
 - all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her in or about the execution of the duties of his/her office or in respect of any such liability;
 - all other costs, charges and expenses which he/she sustains or incurs in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

Powers of Directors

17. The directors of the association may administer affairs of the association in all things and make or cause to be made for the association, in its name, any kind of contract which the association may lawfully enter into and, save hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the association is by its charter or otherwise authorized to exercise and do.
18. The directors shall have power to authorize expenditures on behalf of the association from time to time and the right to employ and pay salaries to employees. The directors shall have the power to make expenditures for the purpose of furthering the objects of the association. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a research fund in which the capital and interest may be made available for the benefit of promoting the interest of the Canadian Association for University Continuing Education in accordance with such terms as the directors may prescribe.
19. The directors shall take such steps as they may deem requisite to enable the association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the association.

Directors

20. The directors of the association shall be a past-president, president, president-elect, secretary/treasurer and three members-at-large. One member-at-large must be from British Columbia, Alberta, Saskatchewan or Manitoba, one member-at-large must be from Quebec or Ontario, and one member-at-large must be from New Brunswick, Nova Scotia, Prince Edward Island, or Newfoundland and Labrador. A member-at-large who moves out of his/her original region during his/her term of office may serve out the term as the member-at-large for the region in which he/she originally resided.
21. When there is more than one nominee for a director's position (president-elect, secretary/treasurer and three members-at-large) that position shall be elected by mail ballot prior to the annual meeting of the members.
22. The directors of the association shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead. No one shall serve in the same executive position more than two successive years. Membership as a director shall not exceed six (6) consecutive years.
23. The nominating committee shall consist of three (3) past-presidents and shall propose at least one name for each director position to be elected.
24. The president shall be the chief executive officer of the association. He/she shall preside at all meetings of the association and of directors. He/she shall have the general and active management of the affairs of the association.
25. The president-elect shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him/her by the directors.

26. The secretary/treasurer shall have the custody of the funds and securities of the association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the association in the books belonging to the association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the association in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the directors from time to time. He/she shall disburse the funds of the association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meetings of the directors, or whenever they may require it, an account of all the transactions and a statement of the financial position of the association. He/she shall also perform such other duties as may be from time to time be directed by the directors. He/she shall be responsible for liaison with the secretariat and the maintenance of records and membership of the association.
27. A representative of the secretariat may be empowered by the directors, upon resolution of the directors, to carry on the affairs of the association generally under the supervision of the directors thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He/she shall give or cause to be given notice of all meetings of the members and of the directors, and shall perform such other duties as may be prescribed by the directors or president, under whose supervision he/she shall be. He/she shall be custodian of the seal of the corporation, which he/she shall deliver only when authorized by a resolution of the directors to do so and to such person or persons as may be named in the resolution.

Execution of Documents

28. Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two (2) of the president, past-president, president-elect or secretary-treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the association without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the association to sign specific contracts, documents and instruments in writing. The directors may give the association's power of attorney to any registered dealer in securities for the purposes of transferring of and dealing with any stocks, bonds, and other securities of the corporation. The seal of the association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid by any officer or officers appointed by resolution of the directors.

Meetings

29. The annual or any other general meeting of the members shall be held at any place as the directors may determine and on such day as the said directors shall appoint.
30. One-third of the member institutions shall constitute a quorum.
31. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and directors installed and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The president, president-elect or a majority of the directors shall have power to call, at any time, a general meeting of the members of the association.

32. Twenty-eight (28) days' prior written notice shall be given to each institutional member of any annual or special general meeting of members. Members must be present at a meeting in order to be counted for quorum. Each institutional member present at a meeting shall have the right to exercise one vote, and only institutional members have voting rights.
33. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the association shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his/her last address recorded on the books of the association.

Minutes of Directors' Meetings

34. The minutes of the directors' meetings shall be available to the general membership of the association upon request and shall be available to the directors, each of whom shall receive a copy of such minutes.
35. At all meetings of members of the association, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws.
36. The fiscal year-end of the association shall be March 31.
37. The directors may appoint committees whose members will hold their offices at the will of the directors.

Amendment of By-Laws

38. The by-laws of the association may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the institutional members present and voting at a meeting duly called for the purpose of considering the said by-law, provided that the enactment, repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained. Twenty-eight (28) days' prior written notice of motion shall be given to each institutional member of any proposal to amend the by-laws.

Auditors

39. The members shall at each annual meeting appoint an auditor to audit the accounts of the association and 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 directors.

Books and Records

40. The directors shall see that all necessary books and records of the association required by the by-laws of the association or by any applicable statute or law are regularly and properly kept.

Rules and Regulations

41. The directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the association 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 association when they shall be confirmed, and failing such confirmation at such annual meeting of members shall at and from that time cease to have any force and effect.
42. Parliamentary authority for all meetings of members and directors shall be the current edition of Roberts' Rules of Order Newly Revised.

(As approved at 2008 AGM.)

Glossary Addendum to By-laws (this section is not a formal part of the by-laws)

Many profit and non-profit organizations have a two-tiered structure with a larger board of directors and a smaller executive committee. The latter would typically include a past-president, president, president-elect and secretary-treasurer. CAUCE does not have such a two-tiered arrangement. The board of directors and the executive committee are one and the same; it includes all seven elected directors. Therefore, the terms “board of directors” and “executive committee” should be regarded as synonymous. Although the by-laws formally refer to a board of directors, practice over the years has led to the CAUCE board being called an executive committee in informal usage.

Questions have been raised about the difference between an officer and a director in the by-laws. Article 3 of the Canada Corporations Act provides definitions of these terms, which are given below. Our by-laws make it clear that directors are elected, and they are limited to seven people. The definition clarifies that even if they are described by some other term (e.g. member-at-large, secretary-treasurer), they are still a director. An officer, however, can be an elected director, a volunteer from the membership, or someone hired or contracted by CAUCE to fulfil a management role as described under the definition of officer. It should be noted that a director is not an officer unless he/she acts in one of the management roles described for an officer. It is the role the person performs that determines whether he/she is an officer.

Director – Includes any person occupying the position of director by whatever name he/she is called.

Officer – Means the chairman or vice-chairman of the board of directors, the president, vice-president, secretary, treasurer, comptroller, general manager, managing director or any other individual who performs functions for the company similar to those normally performed by an individual occupying any such office.