

ASSOCIATION OF REGISTRARS OF THE UNIVERSITIES AND COLLEGES OF CANADA (ARUCC)

CONSTITUTION & BYLAWS

Approved December 16, 2021

The Constitution of

Association of Registrars of the Universities and Colleges of Canada (ARUCC)

("ARUCC")

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ASSOCIATION OF REGISTRARS OF THE UNIVERSITIES AND COLLEGES OF CANADA (ARUCC)

CONSTITUTION

Approved December 16, 2021

The Constitution of

Association of Registrars of the Universities and Colleges of Canada (ARUCC)

(“ARUCC”)

ARTICLE I – NAME

The name of the corporation shall be the “Association of Registrars of the Universities and Colleges of Canada – ARUCC”.

ARTICLE II – PURPOSE OF THE CORPORATION

1. To provide leadership and a common voice for Canadian higher education as it pertains to the Canadian registrarial and enrolment management profession.
2. To facilitate and promote the networking, communication and the exchange of information relevant to the profession and industry amongst the membership.
3. To promote an awareness and advance policies and practices in the admission and transfer, registrarial services, enrolment management, academic planning, privacy, systems and reporting, and transcription practices amongst and between post-secondary educational institutions.
4. To own and steward the ARUCC MyCreds™ | MesCertif^{MC} National Network.
5. To hold workshops, meetings, conferences, and other means of professional development - alone as ARUCC or in collaboration with other organizations such as CACUSS and PCCAT – in order to promote the professional development of our membership.
6. To advance the profession of the registrar, admissions, and enrolment management professionals through both active research as well as via the support of research.
7. To promote and support of research, policy studies and other investigations into the practice and management of registrarial service delivery and enrolment management.
8. To work collaboratively with other post-secondary affiliated groups in Canada to advance the practice of the profession within Canadian colleges and universities.
9. To recognize meritorious achievement on the part of both institutions and individuals.

10. To undertake activities and undertakings as may seem appropriate to the Corporation.
11. To represent the collective voice of membership and of registrars for Canadian colleges and universities on an national and international level, as appropriate.
12. To promote equity, diversity, inclusion and accessibility principles and best practices amongst our membership and through the activities of ARUCC.

ARTICLE III – LOCATION OF REGISTERED OFFICE

The registered office of the corporation shall be in the Province of Alberta.

ARTICLE IV – MINIMUM AND MAXIMUM NUMBER OF DIRECTORS

There shall be a minimum of one (3) and a maximum of fourteen (14) directors in the corporation.

ARTICLE V – MEMBERS

1. The Corporation is authorized to establish the following classes of members:
 - a. Voting Members
2. The Voting Members shall have the following rights, privileges and restrictions:
 - a) Members shall be entitled to receive notice of, attend and vote at all meetings of the members of the corporation and each Voting Member shall have one (1) vote at each such meeting.

ARTICLE VI – DISTRIBUTION OF PROPERTY ON LIQUIDATION

Any property remaining on liquidation of the corporation, after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act.

ARTICLE VII – REMUNERATION OF DIRECTORS

Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in performing his or her duties. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.

ARTICLE VIII – AMENDMENTS TO CONSTITUTION

This constitution may be amended by a special resolution of members, whereby a two-thirds majority vote of members present and voting is required provided that notice of the proposed amendment has been forwarded by the Directors to each designated voting member representative at least 60 calendar days before the member meeting at which the vote will take place.

An amendment proposed less than 60 calendar days before the member meeting at which the vote will take place, may be adopted by a four-fifths majority vote of members present and voting.

ASSOCIATION OF REGISTRARS OF THE UNIVERSITIES AND COLLEGES OF CANADA (ARUCC)

BY-LAW NO. 2

Approved December 16, 2021

A bylaw relating generally to the conduct of the affairs of

Association of Registrars of the Universities and Colleges of Canada (ARUCC)

(“ARUCC”)

SECTION 1 – General

1.01 Definitions

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

- a) “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;
- b) “articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c) “association” and “corporation” are used interchangeably throughout and refer to the Association of the Registrars of the Universities and Colleges of Canada (ARUCC);
- d) “by-law” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- e) “Chair”, “vice-chair” and “past chair” of the Board of Directors shall be used interchangeably with “president”, “vice-president” and “past president” of the ARUCC Executive;
- f) “special meeting of members” a special meeting of all members entitled to vote at an annual meeting of members;
- g) “ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

- h) “proposal” means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- i) “Members” means the institutions recognized by the [Universities Canada](#) or the [Colleges and Institutes Canada](#) and approved by the Board of Directors;
- j) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time; and
- k) “Special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in Section 1.01, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board of Directors. If a corporate seal is approved by the Board of Directors, the Secretary of the Corporation shall be the custodian of the corporate seal.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the Board of Directors may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.05 Financial Year End

The financial year end of the Corporation shall be determined by the directors but until otherwise determined by the directors, shall be June 30.

1.06 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the directors may by resolution from time to time designate, direct or authorize.

1.07 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided for in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

1.08 Books and Records

All necessary books and records of the Corporation required by the bylaws of the Corporation or by any applicable statute or law shall be regularly and properly kept.

SECTION 2 – Membership and Associates of the Corporation

2.01 Members

Membership shall only be available to

- a) Institutions which are recognized by the [Universities Canada](#) or the [Colleges and Institutes Canada](#) and have paid the annual fee as determined in accordance with *By-Law 2.03*. Members are eligible to participate actively in the work of the Corporation. Each member has one vote on all matters brought before the Association. The Office of the Registrar, or equivalent, of each participating member institution may designate as many regular members as it wishes however shall designate only one regular member as the institutional representative who will vote on behalf of that institution.
- b) Recognition by [Universities Canada](#) or [Colleges and Institutes Canada](#) is not required for those members in good standing as of June 22, 1990.

2.02 Associates

Except as otherwise provided by the Canada Not-for-Profit Corporations Act, S.C. 2009, c.23, associates shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation or have access to any records of the Corporation. Associates are not members of the Corporation.

There are three (3) types of Associates.

- a) Associate – Professional representatives in educational agencies or institutions not eligible for membership may apply to be an Associate of ARUCC, which must be approved by the directors. Associate may attend Corporation workshops .
- b) Corporate Associate - Those organizations which provide products and/or services that assist or benefit members in carrying out their duties and responsibilities. The directors may approve corporations seeking to subscribe to ARUCC services and will determine the extent and type of participation.
- c) Honorary Associate – Those individuals with records of significant service to the Corporation, who are so selected by the directors. They shall enjoy a permanent invitation to attend Corporation meetings and to maintain an interest in the Corporation's affairs.

Nominations for Honorary Associates should be accompanied by a full listing of the contributions made by the nominee to the Corporation. These may include service as an officer of the Board of Directors; active participation in planning committees of biennial conferences; participation as presenter, chair, recorder at conferences; service an Corporation task force; active participation in regional affairs.

Any member of the Corporation may present to the Board of Directors a recommendation for Honorary Associate.

2.03 Membership and Associate Fees

Section 1

The Board of Directors shall make recommendations concerning membership fees at the General Meeting for ratification by the members. The general fee structure shall be reviewed periodically.

Section 2 - Members

Membership fees may be adjusted annually on July 1 by the average Canadian Consumer Price Index (CPI) for the preceding twelve months in order to determine the base membership fee for the subsequent year.

For new members, fees will be established by matching the total operating revenue for the institution during 2021-22 to a comparable on-going member's current fee and member entitlement.

Section 3 - Associates

The fee for associates and the number of individuals each institution/organization may declare as associate shall be as determined by the Board of Directors from time to time.

Section 4 - Corporate Associates

The fee for Corporate Associates to access services or provide sponsorship to ARUCC shall be as determined by the Board of Directors from time to time.

2.04 Termination of Membership or Associate status

A membership in the Corporation is terminated when:

- a) the member is dissolved;
- b) a member fails to maintain any qualifications for membership described in Sections 2.01 and 2.02 of these bylaws;
- c) the member resigns by delivering a written resignation to the Chair of the Board of Directors of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d) the member is expelled in accordance with Section 2.05 or is otherwise terminated in accordance with the articles or by-laws;
- e) payment of membership fees is not received within 120 days of date invoice is sent; or
- f) the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

2.05 Discipline of Members or Associates

The Board of Directors shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a) violating any provision of the articles, by-laws, or written policies of the Corporation;
- b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board of Directors in its sole discretion;
- c) for any other reason that the Board of Directors in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

In the event that the Board of Directors determines that a member should be expelled or suspended from membership in the Corporation, the Chair, or such other officer as may be designated by the Board of Directors, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Chair, or such other officer as may be designated by the Board of Directors, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Vice-Chair, or such other officer as may be designated by the Board of Directors, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board of Directors will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board of Directors decision shall be final and binding on the member, without any further right of appeal.

For discipline of any associate, the Board of Directors shall remove access to services of the corporation from associates as it deems appropriate. A letter of appeal may be considered by the Board and their decision on the appeal shall be final and binding for the associate without any further right of appeal.

SECTION 3 – Member Meetings

3.01 Format and Location of Member Meetings

Member meetings may be held in-person or virtually as decided by the Board of Directors. In-person member meetings shall be held within Canada at a place chosen by the Board of Directors.

3.02 Persons Entitled to be Present at Member Meetings

The only persons entitled to be present at a meeting of members shall be members of the Corporation, the directors and the public accountant of the corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or by resolution of the members.

3.03 Quorum of Member Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act or these bylaws) shall be 20% of the members entitled to vote at the meeting.

3.04 Chair of Member Meetings

In the event that the Chair and the Vice-Chair of the Board of Directors are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

3.05 Annual Meeting of Members

The annual meeting of the members shall be held not later than 15 months after the last preceding annual meeting but not later than six months (180 days) after the end of the corporation's preceding financial year. The annual meeting shall be hosted within Canada at a place chosen by the board.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the public accountant shall be presented, and the public accountant appointed for the ensuing year.

3.06 Special Meetings

Special meetings may be held upon the call of the Board of Directors at such times and places as it may designate.

The Board of Directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

3.07 Notice of a Member Meeting

Notice of the time and place of a member meeting shall be given to each member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held
- (b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held;
- (c) by affixing the notice, no later than 30 days before the day on which the meeting is to be held, to a notice board on which information respecting the corporation's activities is regularly posted and that is located in a place frequented by members; and

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a member meeting.

3.08 Absentee Voting by Proxy

Pursuant to subsection 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxy holder, who must be a person employed by the same member institution as the member representative or the member representative of another member institution of the Corporation, to attend and act at the meeting in the manner and to the extent authorized by the proxy, subject to the following conditions:

- a) the proxy shall be in writing on the form provided by the Corporation;
- b) members eligible to vote shall be provided with the proxy form 30 days before the meeting of members; and
- c) a proxy must be signed by the member representative of the member institution and shall be valid only for the meeting for which it was specifically given or for any adjournment thereof.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

3.09 Voting

At any member meeting every 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 questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the motion is defeated.

SECTION 4 – Board of Directors

4.01 Composition of the Board of Directors

The Board of Directors shall consist of the following members:

- a) Four (4) elected directors who shall serve as Officers of the Corporation, including the Chair/President, Past-Chair/Past-President, Vice-Chair/Vice-President and Secretary/Treasurer.
- b) Five (5) Regional Representative Directors – one from each of the following regions: Atlantic Provinces (AARAO), Québec (BCI), the Western Provinces (WARUCC), and two from Ontario (one from OURA and one from CRALO).
- c) No region shall have no more than 3 elected directors on the Board of Directors in any given term.
- d) The board of the corporation will appoint a Director of the ARUCC MyCreds™ | MesCertif^{MC} National Network who will be a member of ARUCC and a non-voting director of the Board. The director will hold office until the next annual general meeting after their appointment and will be eligible for renewal by board appointment. This position is subject to the restriction in s.4.01 (e).
- e) The directors of the Corporation may, between annual general meetings of the members, appoint one or more additional directors of the Corporation to hold office until the next annual meeting, but the number of additional directors shall not at any time exceed one-third of the number of directors who held office at the close of the last annual meeting of the members. The board shall define roles, responsibilities and accountabilities of all appointed directors by resolution of the board.
- f) The Board of Directors from time to time may invite individual members of ARUCC to assist the Board of Directors with particular matters or projects. Such individuals will be non-voting members of the Board of Directors.

4.02 Term of Office

Directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of members following their election.

Directors may be nominated or appointed by the board for further terms of office.

4.03 Functions of the Board of Directors

The following shall be the functions of the Board of Directors and the members thereof:

- a) to act on behalf of the association.
- b) to determine the time and place of the association's annual general Meeting in accordance with Section 3 of these By-Laws.
- c) to report to members at member meetings.
- d) to establish study committees, task forces, and/or commissions to prepare reports, working papers and recommendations for consideration by the Association.
- e) to report decisions of the association to the appropriate government ministries, educational bodies and other agencies.

4.04 Vacancies

Pursuant to section 132 of the Act, the Board of Directors shall have the authority, between member meetings to fill any position which may become vacant.

4.05 Meetings and Notice

The Board of Directors shall convene a minimum of six (6) times each year, including at least twice in person unless travel restrictions are in place at point of departure or arrival. Normally one of these meetings should coincide with the annual general meeting of members and the national conference.

Meetings of the Board of Directors may be called by the Chair, the Vice-Chair or any two (2) directors at any time.

Notice of the time and place for the holding of a meeting of the Board of Directors shall be given in the manner provided in the *Method of Giving Any Notice* part of this by-law to every director of the Corporation not less than two (2) weeks before the time when the meeting is to be held. Notice of a meeting shall not be

necessary if all of the directors are present, and none object 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. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, 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 subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

4.06 Votes to Govern

At all meetings of the Board of Directors, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the motion shall be defeated.

4.07 Quorum

A quorum of the Board of Directors shall be a majority of its members.

4.08 Power of Directors

- a) The Board of Directors may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, 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 articles or otherwise authorized to exercise and do.
- b) The Board of Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The Board of Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the board may prescribe. The Board of Directors is hereby authorized, from time to time:
 - i. to borrow money upon the credit of the Corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board in its discretion may deem expedient;
 - ii. to limit or increase the amount to be borrowed;
 - iii. to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums,

upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board of Directors;

- iv. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

- c) The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the purposes of the Corporation.
- d) The Board of Directors may appoint such agents and engage such employees as it 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 board at the time of such appointment.

4.09 The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the Board. The Board may also fix by resolution, any remuneration to be paid to committee members.

4.10 Board of Directors Expenses

Expenses for Board of Directors meetings, other than those which coincide with the national conference, shall, if necessary, be covered by the Corporation. Expenses of resource personnel, invited by the Board of Directors, may be paid by the Corporation upon approval of the Board of Directors.

Expenses for Board of Directors members attending regional conferences shall be covered by the Corporation.

SECTION 5 – Board of Directors Nominations & Elections

5.01 Nomination Process

The Chair normally shall be the Vice-Chair from the previous term. The Vice-Chair is nominated on a rotating basis, ideally in the sequence Western Provinces, Ontario, Québec, Atlantic Provinces.

The immediate Past Chair normally shall be the Chair of the Nominating Committee. The Chair of the Nominating Committee shall appoint four other members, one from each region.

No fewer than 120 days prior to the Annual General Meeting, the Nominating Committee shall distribute to the appropriate Board of Directors for the Regional Registrars' Associations (WARUCC, OURA, CRALO, BCI, and AARAO) an invitation to submit nominations for the position of Vice-Chair and/or a Regional Representative, as well as nominees to the position of Secretary/Treasurer.

No fewer than 90 days prior to the Annual General Meeting, the Nominating Committee shall send to all members, a slate of candidates along with a call for additional nominations from the membership. Additional nominations must be received up to 75 days prior to the Annual General Meeting.

5.02 Election Process

In the event of the nomination of more than one individual to the position of Vice Chair, the Nominating Committee will select one individual for the proposed slate of directors to be presented at the Annual General Meeting.

In the event of the nomination of more than one individual to the position of Secretary/Treasurer, the Nominating Committee will select one individual for the proposed slate of directors to be presented at the Annual General Meeting.

In the event of the nomination of more than one individual to one of the regional representative director positions, a vote shall be called. Ballots shall be distributed to members no less than 60 days prior the Annual General Meeting. The ballot may be distributed by mail or electronically to members.

The Chair shall appoint a scrutineer(s) to receive and count the ballots received in accordance with these bylaws.

Each member institution shall receive one ballot and have one vote for each of the available director positions.

Ballots must be submitted back to the association no less than 30 days prior to the Annual General Meeting.

At the Annual General Meeting, the Chair of the Nominating Committee will put forward the slate of candidates based on the ballot results, or the acclaimed candidates if no additional nominations were received, in accordance with these bylaws.

At the Annual General Meeting, only candidates who received the most ballot votes are part of the slate and only candidates on the slate can stand for election at the Annual General Meeting. The members shall then vote for the directors on the slate at the Annual General Meeting, or the acclaimed directors if no additional nominees were received.

Officers of the Corporation shall be appointed by resolution of the board at the first meeting of the board following each annual meeting of members.

SECTION 6 – Officers

6.01 Officers

The officers of the Corporation shall be the Chair, Vice Chair, Past Chair, and Secretary/Treasurer.

6.02 Duties of Officers

- a) The Chair of the Board of Directors shall preside as chair of all meetings of the Corporation and the Board of Directors and is an ex-officio member of every committee or commission of the Corporation save and except the board. The Chair is normally considered the official spokesperson for the Corporation.
- b) The Vice-Chair normally shall become the Chair upon expiry of the Chair's term of office. The Vice-Chair shall assume the role of Chair should that office become vacant and shall, in the absence of the Chair preside and perform the duties of the Chair. The Vice-Chair shall also serve as chief communications officer, with responsibility for (amongst other media) the maintenance and promotion of the ARUCC website. The Vice-Chair shall carry out those duties and tasks as assigned by the Chair or Board of Directors.
- c) The Past Chair shall serve as Chair of the Nominating Committee in accordance with Section 5.01. The Past Chair shall direct the activities of developing and maintaining the Corporation's Corporate Associates, shall be responsible for soliciting the membership for Honorary Associate nominations, and generally carry out those duties and tasks as assigned by the Chair or Board of Directors.

- d) The Secretary/Treasurer shall coordinate the recordkeeping of the minutes of the proceedings of meetings of the Corporation and the Board of Directors and shall ensure the circulation to each member of the minutes of member meetings and to each director the minutes of board meetings. The Secretary/Treasurer shall coordinate the maintenance and updating of the Corporation's membership lists and shall cause them to be circulated when appropriate. The Secretary/Treasurer shall ensure that all relevant constitutional and by-law deadlines are brought to the attention of the Chair and the Board of Directors in a timely fashion.
- e) The Secretary/Treasurer shall have custody over all monies belonging to, or managed by, the Corporation and shall have all such monies deposited in a recognized financial institution as designated by the Board of Directors. The Secretary/Treasurer shall cause to be kept accurate and auditable financial records and shall present a financial statement to the membership at the Annual General Meeting.
- f) In general, Regional Representative Directors, as members of the Board of Directors, are expected to attend meetings of the Board of Directors, to facilitate communication between ARUCC and their respective regions, to assist in the development of the Corporation and to represent the interests of their constituencies. The Regional Representatives shall act as resource persons for the Corporation's Board of Directors, shall contribute to the Corporation's newsletter, and shall perform such other duties as may be assigned to them by the Chair of the Board of Directors.
- g) Any directors appointed by the board will report back to the board on all matters prescribed in the resolution appointing them to their role.

6.03 Terms of Office

Those officers receiving the majority of the membership vote shall be appointed by the Board of Directors to hold office for a term expiring not later than the close of the second annual meeting of members following their election.

6.04 Vacancies

In the absence of a written agreement to the contrary, the Board of Directors may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a) the officer's successor being appointed,
- b) the officer's resignation, or

- c) such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

SECTION 7 – Indemnities to Directors and Others

7.01 Indemnities to Directors and Others

Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against;

- a) all costs, charges and expenses 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, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
- b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

7.02 Limitation

A corporation may not indemnify an individual under subsection (1) unless the individual (a) acted honestly and in good faith with a view to the best interests of the corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the corporation's request; and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

SECTION 8 – Method of Giving Notices

8.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the Board of Directors, pursuant to the Act, the articles,

the by-laws or otherwise to a member, director, officer or member of a committee of the Board of Directors 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 Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d) 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; 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 Secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary 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 Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

SECTION 9 – Invalidity of any Provisions of these Bylaws

9.01 Invalidity of any Provisions of these Bylaws

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.

SECTION 10 – Omissions and Errors

10.01 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the Board of Directors or public accountant, or the non-receipt of any notice by any such person where the Corporation 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.

SECTION 11 – Amendments to Bylaws

11.01 By-Law Amendments

These by-laws may be amended by an ordinary resolution, whereby a majority vote of members is required, at any member meeting or by electronic ballot, provided notice of the proposed amendment has been forwarded by the directors to each designated voting member representative at least 60 calendar days before the member meeting at which the vote will take place, or due date for electronic ballots.

An amendment proposed less than 60 calendar days before the member meeting at which the vote will take place, or before the due date of electronic ballots, may be adopted by a four-fifths majority vote of members present and voting.

This section does not apply to a by-law that requires a Special Resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

SECTION 12 – Effective Date

12.01 Effective Date

Subject to matters requiring a special resolution of the members, this by-law shall be effective when made by the Board of Directors.

CERTIFIED to be By-Law No. 2 of the Corporation, as enacted by the directors of the Corporation by resolution on the 16 day of December, 2021 and confirmed by the members of the Corporation by ordinary resolution on the 16 day of December, 2021.

Dated as of the 16 day of December, 2021.

Julie Green

ARUCC President