

# BY-LAW NO. 1

A BY-LAW RELATING GENERALLY TO THE TRANSACTION  
OF THE BUSINESS AND AFFAIRS OF  
**THE SOCIETY FOR TEACHING AND LEARNING IN HIGHER EDUCATION /**  
**LA SOCIÉTÉ POUR L'AVANCEMENT DE LA PÉDAGOGIE DANS L'ENSEIGNEMENT**  
**SUPÉRIEUR**  
(the "Corporation")

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## **Article 1 Interpretation and Definitions**

- 1.01 In this By-law and in all other by-laws of the Corporation hereafter passed:
- 1.01.01 “Act” means Part II of the Canada Corporations Act, (R.S., 1970, c. C-32 as amended);
  - 1.01.02 “appoint” includes “elect” and vice versa;
  - 1.01.03 “Board” means the Board of Directors of the Corporation;
  - 1.01.04 “By-laws” means this By-law No. 1 and all other By-laws of the Corporation from time to time in effect;
  - 1.01.05 “Constituencies” means the original and long-standing components of the Corporation, to wit the Educational Developers’ Caucus and its equivalent in French, le Réseau de formateurs en pédagogie de l’enseignement supérieur, and the 3M National Teaching Fellows’ Council and its equivalent in French, le Conseil des récipiendaires du Prix d’enseignement 3M, both as defined in Article 15 hereof;
  - 1.01.06 “Corporation” means The Society for Teaching and Learning in Higher Education and its equivalent in French, la Société pour l’avancement de la pédagogie dans l’enseignement supérieur, and may be referred to hereinafter as the “STLHE/SAPES”;
  - 1.01.07 “Honourary Life Member” means a person upon which the honour set-out in Article 4.03 hereof has been bestowed;
  - 1.01.08 “Institutional Member” means a Member that is a corporation, partnership, sole proprietorship, educational institution, or group of persons working in common that is recognized by the Corporation;
  - 1.01.09 “Meeting of Members” includes an annual meeting of members and any Special Meeting of members;
  - 1.01.10 “Members” means those persons and Institutions who enjoy a current membership in the Corporation; and
  - 1.01.11 “Nominee” means that person chosen by an Institutional Member to attend and vote at meetings of Members on behalf of that Institutional Member and in accordance with these By-laws. A Nominee must be a Member of the Corporation.
  - 1.01.12 “Student” designates a person attending a post-secondary educational institution in Canada and complying with such further and other terms or conditions for such designation as the Board of Directors may set by resolution from time to time.

- 1.02 Unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

## **Article 2 Corporate Seal**

- 2.01 The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

## **Article 3 Head Office**

- 3.01 Until changed in accordance with the Act, the Head Office of the Corporation shall be located in the City of Hamilton, in the Province of Ontario.

## **Article 4 Conditions of Membership**

- 4.01 Membership in the Corporation shall be limited to persons and Institutions interested in furthering the objects of the Corporation and shall consist of anyone whose application for admission as a Member has received the approval of the Board. Applications by prospective members shall be submitted in writing to the Secretary of the Corporation.
- 4.02 There shall be three classes of Membership in the Corporation, consisting of Regular Members, Institutional Members, and Honorary Life Members. All classes of membership have equal voting rights. Membership in the Corporation is not transferable.
- 4.03 All recipients of the Corporation's 3M National Teaching Fellowship Award shall be Honorary Life Members of the Corporation. Further, Members who support the aims of the Corporation and who have made a distinguished contribution in:
- 4.03.01 teaching;
  - 4.03.02 the scholarship of teaching;
  - 4.03.03 educational leadership;
  - 4.03.04 instructional development or
  - 4.03.05 policy-making,

or have served the Corporation well over a significant period of time may, at the sole discretion of the Board, be appointed Honorary Life Members by a vote consisting of the majority of the Board held at a Directors' Meeting.

- 4.03.05.1 Any Honorary Life Membership may be revoked by the Board in its sole discretion by a vote consisting of the majority of the Board held at a Directors' Meeting.

- 4.03.05.2 Notwithstanding anything contained within these By-laws, Honorary Life Members shall not be required to pay membership dues or fees, nor shall their membership in the Corporation expire otherwise than upon the death of such Honorary Life Member.
- 4.03.05.3 No Institutional Member shall be an Honorary Life Member, but such Institutional Member's Nominee or any former such Nominees may be considered and approved for Honorary Life Membership in accordance with this Article 4.03.
- 4.03.05.4 The Board may by resolution create additional honorary positions of distinction in addition to those provided for in these By-laws. The creation of such positions must be ratified by a majority vote of Members at a General Meeting.
- 4.04 Membership in the Corporation for natural persons shall run annually from May 1 to April 30 and in the case of Institutions shall run annually from January 1 to December 31.
- 4.05 Membership fees or dues shall be such amounts as may be set by the Board by ordinary resolution, from time to time, and ratified at a General Meeting of Members. For greater clarity, the Board may set differential fees respecting separate classes of Members and respecting sub-classes of classes of Members, provided that any such differential fee structures are similarly ratified at a General Meeting of Members. Such fees are payable in Canadian funds save for the fees of those Members who reside outside of Canada, whose fees shall be payable in U.S. funds.
- 4.06 Failure by a Member who is a natural person to pay dues for the current year by May 31 of that year, or, in the case of an Institutional Member, by January 31 of that year, shall result in the automatic termination of that Member's membership on that date.
- 4.07 Membership fees or dues shall not be refundable in whole or in part PROVIDED THAT the Board may in its sole discretion elect to waive this Condition in circumstances where the Board determines it to be appropriate.
- 4.08 Any Member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of same with the Secretary of the Corporation and such withdrawal shall be effective upon receipt by the Secretary of the Corporation of said resignation, or, if a time is specified in such resignation, then as at the time so specified, whichever is the later.
- 4.09 Any Member may be required to resign by a vote of TWO THIRDS (2/3) of the Members present at an Annual General Meeting, or by a vote consisting of a majority of Directors at a Directors' Meeting which is subsequently ratified at an Annual General Meeting or Special Meeting.

## **Article 5 Members' Meetings**

- 5.01 There shall be at least ONE (1) general Members' meeting per year which shall be called the Annual General Meeting.
- 5.02 The Annual or any other General or Special Meeting of the Members shall be held at the head office of the Corporation or at any place in Canada as the Board may determine and on such day as the Directors shall appoint. The Members may, by special resolution, resolve that a particular meeting of Members be held outside of Canada.
- 5.03 At every Annual General 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 for adoption. In addition to the above and during such meeting, auditors shall be appointed for the ensuing year. The Members may consider and transact any business whether special or general at any meeting of the Members.
- 5.04 The Board or the President or President-Elect shall have power to call, at any time, a General or Special Meeting of the Members of the Corporation. The Board shall call a Special Meeting of Members upon the written requisition of Members carrying not less than TEN PERCENT (10%) of the voting rights of all Members as at the date of such requisition and such meeting must be held within SIXTY (60) days of said requisition.
- 5.05 TWENTY (20) Members or TWENTY PERCENT (20%) of the total membership of the Corporation, whichever is the lesser, present in person at any meeting of Members will constitute a quorum thereat. For the purposes of these By-laws, each Member that is an Institution shall be entitled to nominate a single person to attend and vote on its behalf at any meeting of the Members.
- 5.06 No business shall be transacted at any Special Meeting of the Corporation save that for which the Special Meeting has been called.
- 5.07 THIRTY (30) full days' written notice shall be given to each voting Member of any Annual, General, or Special Meeting of Members and such notice may be delivered by mail, e-mail, or facsimile. Each such notice shall be deemed to have been received when actually sent by an electronic transmission or, if mailed, within SEVENTY –TWO (72) hours of having been posted.
- 5.07.01 Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken and shall state the text of any special resolutions to be submitted to the meeting.
- 5.07.02 Notice of each meeting of Members must remind the Member that such Member has the right to vote by proxy.
- 5.07.03 For the purpose of sending written notice of a meeting to any Member, such notice shall be deemed sufficient if sent to the last known address, e-mail address or facsimile telephone number for that Member as recorded in the books of the Corporation.

- 5.08 Each voting Member present at a meeting shall, otherwise than as provided in the Act or the Letters Patent of the Corporation, have the right to exercise ONE (1) vote. A Member may, by means of a written proxy, appoint a proxyholder to attend and vote at any meeting of Members, in the manner and to the extent authorized by the proxy. A proxyholder must be a Member.
- 5.08.01 A Member who is also the Nominee of an Institution shall retain his or her voting rights notwithstanding that such Member may also be voting on behalf of an Institution.
- 5.09 A majority of the votes cast by the Members present and entitled to vote shall determine the questions in meetings except where the vote or consent of a greater number of Members is required by the Act or these By-laws. In the case of a tie vote, no casting vote shall be permitted and the question under consideration shall be deemed to be defeated.
- 5.10 The Chair of any meeting of Members shall be the first mentioned of such of the following persons who are present at the meeting: President, President-Elect, or Past President.
- 5.10.01 If no such person is present within FIFTEEN (15) minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be Chair of the meeting.
- 5.10.02 If the Secretary of the Corporation is absent, the Chair of the meeting shall appoint some person, who need not be a Member, to act as Secretary of the meeting.
- 5.11 Subject to the Act, any question at a meeting of Members shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have ONE (1) vote.
- 5.11.01 Whenever a vote by a show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the Chair of the meeting that the vote upon the question has been carried, carried by a particular majority or not carried shall be prima facie evidence of the disposition of that question without proof of the number of votes recorded in favour of or against any resolution or other proceeding in respect of the said question and such declaration shall be evidenced by an entry to that effect in the minutes of the meeting.
- 5.12 On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, any Member or proxyholder entitled to vote at the meeting may require or demand a ballot.
- 5.12.01 If a ballot is demanded on the election of a Chair of the meeting or on the question of adjournment, it shall be taken forthwith without an adjournment.
- 5.12.02 A ballot required or demanded on any other question shall be taken in such manner as the Chair of the meeting shall direct.
- 5.12.03 A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

- 5.12.04 If a ballot is taken each person present shall be entitled to that number of votes set out in Article 5.08.
- 5.13 The only persons entitled to be present at a meeting of Members shall be those entitled to vote thereat, the Directors and auditors (if any) of the Corporation and others who, although not entitled to vote, are entitled or required under the provisions of the Act, the Letters Patent of the Corporation or these By-laws to be present at the meeting. Any other person may be admitted only upon the invitation of the Chair of the meeting or with the consent of all Members present at the meeting.
- 5.14 If a quorum is present at the opening of a meeting of the Members and, if such meeting is adjourned for a specific period less than THIRTY (30) days, it shall not be necessary to give notice of the adjourned meeting other than by an announcement at the meeting so adjourned, and a quorum shall be deemed to be present at the adjourned meeting.
- 5.14.01 Where a meeting is adjourned because a quorum is not present, a quorum shall be deemed to be present at the adjourned meeting if not less than SEVEN (7) days notice of the time and place fixed for the adjourned meeting, as well as notice that it is a meeting adjourned due to the lack of a quorum at the originally scheduled meeting, is given to those entitled to notice of the originally scheduled meeting.
- 5.15 No error or omission in giving notice of any Annual, General, or Special Meeting or any adjourned meeting, whether Annual, General, or Special, of the Members 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.
- 5.16 For the purpose of sending any notice to any Member, Director or Officer for any meeting or otherwise, the address of the Member, Director or Officer shall be his or her or its last known address, facsimile number or e-mail address as recorded in the books of the Corporation.

## **Article 6 Board of Directors**

- 6.01 The property and business of the corporation shall be managed by the Board of Directors, which shall be comprised of a minimum of FIVE (5) Directors and a maximum that shall be the sum of the total number of Directors allocated to the Regions (as defined in Article 6.02) as determined by the Board from time to time pursuant to Article 6.03, plus the number of General Directors as specified and defined by Article 6.05, plus the number of *ex officio* Directors as specified by Article 6.06 hereof.

- 6.02 The Board shall include (if selected pursuant to Article 6.04) ONE (1) representative from each of the following Regions (“Directors”) as defined by the Corporation:
- 6.02.01 British Columbia Region;
  - 6.02.02 Alberta Region;
  - 6.02.03 Saskatchewan/Manitoba Region;
  - 6.02.04 Ontario Central Region;
  - 6.02.05 Ontario North and East Region;
  - 6.02.06 Ontario South and West Region;
  - 6.02.07 Anglophone Quebec;
  - 6.02.08 Francophone Quebec;
  - 6.02.09 Nova Scotia Region;
  - 6.02.10 Newfoundland/New Brunswick/P.E.I. Region; and
  - 6.02.11 Northern Region – Nunavut, Northwest Territories, and Yukon Territory.
- 6.03 The Regions heretofore set out and any additions, amendments or deletions thereto and the number of offices allocated thereto, and the total number of Directors (subject to the limitations set-out in these By-laws and any limitations in the Act) shall be determined from time to time by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least TWO THIRDS (2/3) of the Members at a Special Meeting duly called for the purpose of determining the foregoing.
- 6.04 The Director for any particular Region shall be selected in an election open only to those Members who reside or have their corporate head office in that Region.
- 6.04.01 The responsibility for establishing procedures governing the selection and appointment of a Director for a Region rests with the Members of that Region and shall be coordinated by such administrator as the Board may determine in its sole discretion from time to time, and any such procedures shall be in compliance with the Act and are subject to adjustment and approval by the Board of Directors in their sole discretion.
    - 6.04.01.1 Regardless of the procedures established, any Director whose term is expiring shall retire at the end of that term but, if qualified, shall be eligible for re-election subject to Article 6.08.
- 6.05 There shall be two Directors elected from the Members at large (“General Directors”), and selected at an Election pursuant to Article 9 hereof.
- 6.05.01 One General Director must be a Student. If such General Director shall cease to be a Student during that person’s term of office, that person shall be deemed to have resigned as Director immediately upon such cessation.

- 6.06 The following persons shall be *ex officio* Directors of the Corporation, and shall be entitled to vote at all meetings thereof:
- 6.06.01 the Chairs of the Constituencies;
  - 6.06.02 the Chair of the Awards Committee;
  - 6.06.03 the Chair of the Publications Committee;
  - 6.06.04 the Secretary of the Corporation;
  - 6.06.05 the Treasurer of the Corporation;
  - 6.06.06 the President of the Corporation;
  - 6.06.07 the Past President of the Corporation; and
  - 6.06.08 the President-Elect of the Corporation.
- 6.07 The applicants for incorporation shall become the First Directors of the Corporation, and subject always to these By-laws and the Act, each First Director's term of office shall continue until a successor from their particular Region is elected or appointed PROVIDED THAT every such First Director shall be entitled to serve for the remainder of their term, with such term being determined by calculating the number of days such First Director served on the Steering Committee of The Society for Teaching and Learning in Higher Education / La Société pour l'avancement de la pédagogie dans l'enseignement supérieur immediately and without interruption prior to its incorporation and subtracting this number from the total number of days in FOUR (4) 365-day years.
- 6.08 Directors other than *ex officio* Directors shall serve a term of FOUR (4) years, determined by the Secretary of the Corporation prior to the selection of any given Director and arranged to avoid circumstances in which a majority of Directors would retire in any given year. Such Directors may reapply for office after at least 365 days from the last day that they previously held office.
- 6.08.01 An *ex officio* Director shall serve so long as that person remains in the office or position providing for such Directorship, but in no event for longer than FOUR (4) years.
- 6.09 All Directors must be individuals, at least 18 years of age, with power under law to contract, and must be Members of the Corporation. The majority of the Directors of the Corporation shall, at all times, be persons resident in Canada, and citizens of Canada by birth or naturalization.
- 6.10 The office of a Director shall be automatically vacated:
- 6.10.01 if at a Special Meeting of Members, a resolution that said Director be removed from office is passed by a majority of Members;
  - 6.10.02 if such Director has resigned his or her office by delivering a written resignation to the Corporation, with such resignation effective upon its delivery to the Corporation, or, if a time is specified in such resignation, at the time so specified, whichever is later;
  - 6.10.03 if such Director is found by a Court of competent jurisdiction to be of unsound mind;
  - 6.10.04 if such Director becomes bankrupt or suspends payment or compounds with his or her creditors;

- 6.10.05 upon the death of such Director; or
- 6.10.06 in the case of an *ex officio* Director, and in addition to the foregoing, at such time as said Director is removed or resigns from the office or position providing for such *ex officio* Directorship, with any such resignation effective upon its delivery to the Corporation, or, if a time is specified in such resignation, at the time so specified, whichever is later.
- 6.11 If any vacancy shall occur for any reason in this Article 6 contained, the Board by majority vote may, by appointment, fill the vacancy so created with a Member whose appointment shall expire upon the expiration of the term that would have remained should that particular office not have been so vacated.
- 6.12 Notwithstanding the foregoing, should an *ex officio* Director be removed from the office of Director pursuant to this Article 6, such Director shall further be deemed to have been removed from that office or position providing for such *ex officio* Directorship and in such case any procedures contained hereinafter with respect to the appointment of that office or position shall apply.
- 6.13 Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his or her Directorship PROVIDED THAT a Director may be paid reasonable expenses incurred in the performance of such Director's duties.
- 6.14 Subject to Articles 6.08 and 6.10, a retiring Director shall remain in office until the adjournment of the meeting at which that Director's retirement is accepted and a successor is elected or appointed, or, if that Director's successor is elected or appointed through a procedure other than a vote at a meeting, then until the effective time of his or her successor's election or appointment pursuant to these By-laws, at which time that retiring Director shall be deemed to retire.
  - 6.14.01 In cases other than *ex officio* Directors, should a successor fail to be elected, the Board by majority vote may, by appointment, fill the vacancy with any Member, such Member to hold said position until his or her replacement is selected pursuant to the provisions of Articles 6.02 and 6.04, or Article 6.05 (as the case may be), but in no event shall such person remain in office longer than FOUR (4) years.

## **Article 7 Powers of Directors**

- 7.01 The Directors of the Corporation may:
  - 7.01.01 administer the affairs of the Corporation in all things;
  - 7.01.02 make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into; and
  - 7.01.03 save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation, by its Letters Patent or otherwise, is authorized to exercise and do.

- 7.02 The Directors shall have power to:
- 7.02.01 authorize expenditures on behalf of the Corporation from time to time;
  - 7.02.02 delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay salaries to employees; and
  - 7.02.03 enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the funds of the Corporation and any interest thereon may be made available for the benefit of promoting the interests of the Corporation in accordance with such terms as the Board may prescribe.
- 7.03 From time to time and by way of a unanimous resolution, the Board of Directors may:
- 7.03.01 borrow money upon the credit of the Corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions and at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
  - 7.03.02 limit or increase the amount to be borrowed;
  - 7.03.03 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; and
  - 7.03.04 secure any such bond, debenture or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal property of the Corporation, whether movable or immovable, including the undertakings and rights of the Corporation.
- 7.04 The Board shall take such steps as it 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 objects of the Corporation.
- 7.05 The Board may appoint such agents and engage such employees as it may 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.
- 7.06 In cases of special need the Board may propose a levy on Members. Such proposal must be approved by a majority of Members at an Annual General Meeting or Special Meeting and notice of such proposal must comply with the provisions of Article 5.07.
- 7.07 Remuneration for all agents and employees shall be fixed by the Board by resolution. Such resolution shall have force and effect only until the next meeting of Members when such resolution shall be confirmed by resolution of the Members; in the absence of such confirmation the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such Meeting.

## **Article 8 Directors' Meetings**

- 8.01 There shall be at least TWO (2) meetings per year of the Board, one of which shall be held at the Corporation's Annual Conference and the other during the winter, defined for the purposes of these By-laws as the period between October 15 and March 1.
- 8.02 Meetings of the Board may be held at any time and place to be determined by the Directors provided that SEVENTY-TWO (72) hours written notice of such meeting shall be given by mail, e-mail or facsimile, to each Director.
- 8.02.01 Notice by mail shall be sent at least FOURTEEN (14) days prior to the meeting and notice sent in this manner shall be deemed to have been received at least SEVENTY-TWO (72) hours prior to such meeting except in the case of a general interruption of mail services.
- 8.03 The directors of the Corporation may meet by teleconference provided that either a majority of the directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the board of directors at a meeting of the directors of the Corporation.
- 8.04 Where a Director is unable to attend a Directors' Meeting in person and attendance by teleconference or other similar electronic means is not possible, a Director may be allowed to vote on each separate motion properly made at the meeting by means of a detailed written voting ballot.
- 8.04.01 Each such ballot will only be counted if the motion on the table at the meeting is identical to that contained in the mail ballot.
- 8.04.02 All background material made available to Directors at the meeting must also have been made available to the Directors exercising their votes by mail ballot.
- 8.04.03 A mail ballot cannot replace a Director for the purposes of establishing a quorum at a Directors' Meeting.
- 8.04.04 Mail ballots must be received by the Secretary of the Corporation at least FORTY-EIGHT (48) hours prior to the commencement of the Directors' Meeting to which they will be applied. Such mail ballots must be accompanied by a written declaration of any conflict of interest that the Director exercising such vote by mail ballot would have been required to declare pursuant to the Act should that Director have attended the meeting in person.
- 8.05 No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board 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 thereat.
- 8.06 Each Director is authorized to exercise ONE (1) vote.

8.07 A majority of Directors in office from time to time, but no less than five Directors, shall constitute a quorum for meetings of the Board. Any meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions set- out by or under these By-laws.

## **Article 9 Elections**

9.01 Where these Articles specify that an Election is to be held, the following procedure shall be followed:

9.01.01 A Nominating Committee shall be appointed by the Board and shall consist of THREE (3) members thereof appointed from amongst its members;

9.01.02 The Nominating Committee shall prepare and circulate an announcement of the position(s) for which the Election is being held (the "Position") and the duties for each Position, and shall invite nominations from the Membership, with the nomination period to extend not less than FOURTEEN (14) days from such the latest date at which any such invitation is deemed to be received pursuant to the following Article 9.01.02.1.

9.01.02.1 Invitations may be delivered by mail, e-mail, or facsimile. Each such invitation shall be deemed to have been received when actually sent by an electronic transmission or, if mailed, within SEVENTY-TWO (72) hours of having been posted.

9.01.03 Upon the closing of the nomination period, the Nominating Committee shall forthwith put all nominations received during the nomination period to the Members, with a majority of votes to determine the question respecting each Position. Such vote need not take place at an Annual General Meeting or Special Meeting, but if such vote does not take place at an Annual General Meeting or Special Meeting, then any procedures established for such vote must be approved by the Members at an Annual General Meeting or Special Meeting, or by the Board with such approval ratified by the Members at an Annual General Meeting or Special Meeting.

## Article 10 Indemnities to Directors and Others

- 10.01 Every Director of the Corporation and such Director's heirs, executors, administrators and estate 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:
- 10.01.01 all damages, costs, charges and expenses which such Director pays, sustains or incurs in or resulting from any claim, action, suit or proceeding which is brought, commenced or prosecuted against such person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such Director, in or about the execution of the duties of such Director's office or in respect of any such liability; and
  - 10.01.02 all other damages, costs, charges and expenses which such Director may pay, sustain or incur in or about or in relation to the affairs thereof,
- except such damages, costs, charges or expenses as are occasioned by the willful act, neglect or default of such Director.

## Article 11 Officers

- 11.01 The Officers of the Corporation shall be a President, President-Elect, Past-President, Secretary, Treasurer, and any such other Officers as the Board may by by-law determine. Any two offices may be held by the same person.
- 11.02 The First Officers of the Corporation shall be those persons who held the identically-named positions immediately prior to the incorporation of The Society for Teaching and Learning in Higher Education / La Société pour l'avancement de la pédagogie dans l'enseignement supérieur, notwithstanding that any such position may differ at law or in any other material aspect from its corresponding office in the incorporated Corporation.
- 11.02.01 Subject always to these By-laws and the Act, each First Officer's term of office shall continue until their successor is elected or appointed PROVIDED THAT every such First Officer shall be entitled to serve for the remainder of their term, with such term being determined by calculating the number of days such First Officer served in the corresponding position in The Society for Teaching and Learning in Higher Education / La Société pour l'avancement de la pédagogie dans l'enseignement supérieur immediately and without interruption prior to its incorporation and subtracting this number from the total number of days in the term herein provided-for respecting each applicable office.
- 11.03 Every Officer must be a Member of the Corporation.
- 11.04 The President shall be an *ex officio* Director of the Corporation and shall be entitled to vote at all meetings thereof, and shall be selected as follows:

- 11.04.01 There shall an Election for the Position of President-Elect, pursuant to Article 9 hereof, and which Election shall include the posting of the duties of both the President-Elect and the President.
- 11.04.02 The person so elected shall be the President-Elect. The President-Elect shall be an *ex officio* Director of the Corporation and shall be entitled to vote at all meetings thereof.
- 11.04.03 The President-Elect shall assume the position of President immediately upon the expiration of the Term or the Extended Term (each as defined at Article 11.09.01) of the incumbent President or upon the office of President being or becoming vacant, whichever shall earlier occur. The office of President-Elect shall be deemed to be vacated immediately and forthwith upon the appointment of the incumbent President-Elect to the office of President.
- 11.04.04 The President-Elect shall be selected at least one year before the scheduled end of the incumbent President's Term and shall serve as President-Elect until the Term or the Extended Term of the current president has expired or has otherwise been terminated.
- 11.05 The Secretary shall be an *ex officio* Director of the Corporation and shall be entitled to vote at all meetings thereof, and shall be selected at an Election pursuant to Article 9 hereof.
  - 11.05.01 The person so elected shall assume the position of Secretary immediately upon the expiration of the term of the incumbent Secretary or upon the office of Secretary being or becoming vacant, whichever shall earlier occur.
- 11.06 The Treasurer shall be an *ex officio* Director of the Corporation and shall be entitled to vote at all meetings thereof, and shall be selected at an Election pursuant to Article 9 hereof.
  - 11.06.01 The person so elected shall assume the position of Treasurer immediately upon the expiration of the term of the incumbent Treasurer or upon the office of Treasurer being or becoming vacant, whichever shall earlier occur.
- 11.07 The Past President shall be that person that, at any given time, is the person that has most recently vacated the office of President without being re-appointed to that office pursuant to Article 11.04 PROVIDED THAT the said prospective Past President was not removed from the office of President by the Board or by the operation of Article 11.10, AND PROVIDED FURTHER that the Board in its sole discretion may waive the operation of Article 11.10.01 with respect to this Article 11.07. The Past President shall be an *ex officio* Director of the Corporation and shall be entitled to vote at all meetings thereof.
- 11.08 Officers other than the President, President-Elect, Past President, Secretary and Treasurer of the Corporation shall be appointed by resolution of the Board at the first meeting of the Board following each Annual General Meeting.
- 11.09 Save for the President, President-Elect, and Past President, the Officers of the Corporation shall hold office for FOUR (4) years from the date of their respective appointments or elections or until their successors are either elected or appointed. All Officers shall be subject to removal by resolution of the Board at any time.

- 11.09.01 The President shall hold office for a term of THREE (3) years (the “Term”) with the option, at his or her sole discretion, to serve an additional ONE (1) year term (the “Extended Term”) IF AND ONLY IF the President delivers written notice of his or her intention to serve said Extended Term to the Secretary no later than NINETY (90) days prior to the end of the Term.
- 11.09.02 The President shall be deemed to resign the position of President at 5:00 p.m. on the date of expiry of the Term or the Extended Term as the case may be.
- 11.09.03 The President-Elect and the Past President shall hold office upon the terms set-out in Articles 11.04.03 and 11.07 hereof respectively but in no event for longer than FOUR (4) years.

11.10 A particular office shall be automatically vacated:

- 11.10.01 if an Officer has resigned his or her office by delivering a written resignation to the Secretary of the Corporation;
- 11.10.02 if the Officer is found by a Court of competent jurisdiction to be of unsound mind;
- 11.10.03 if the Officer becomes bankrupt or suspends payment or compounds with his or her creditors; or
- 11.10.04 upon death of the Officer

PROVIDED THAT if any vacancy shall occur for any reason in this paragraph contained, the Board may by majority vote appoint another Member to fill the vacancy so created, with such appointment expiring upon the expiration of the remainder of the term of the Officer of the office so vacated.

- 11.11 Notwithstanding the proviso contained in the foregoing Article 11.10, should the office of President be vacated pursuant to that Article, the President-Elect shall be appointed to that office as hereinbefore set-out and shall serve in that office:
  - 11.11.01 if appointed during the Term, then for the remainder of the Term; and
  - 11.11.02 if appointed during the Extended Term, then for the remainder of the Extended Term;

following which time the President-Elect will commence his or her full Term as President as defined in Article 11.09.01.

- 11.12 If the office of President-Elect is vacant at the time the office of President is vacated, the Board may by majority vote appoint another Member to fill the vacancy in the office of President so created, with such appointment expiring upon the expiration of the remainder of the Term or the Extended Term, as the case may be, that the Officer vacating the office of President would have served had that office not been vacated.

## Article 12 Duties of Officers

- 12.01 The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Corporation and of the Board. The President shall have the general and active management of the affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect.
- 12.02 In the absence or disability of the President, the Board shall decide by resolution which of the President-Elect or Past President shall temporarily assume the duties and exercise the powers of the President and the President-Elect or the Past President (as applicable) shall perform such duties and exercise such powers, and both shall in any event perform such other duties as shall from time to time be determined by the Board.
- 12.03 The Treasurer shall:
- 12.03.01 have the custody of the funds and securities of the Corporation;
  - 12.03.02 keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation;
  - 12.03.03 deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities, all as may be designated by the Board from time to time;
  - 12.03.04 disburse the funds of the Corporation as may be directed by the Board from time to time, and shall take proper vouchers for such disbursements;
  - 12.03.05 render to the President and Directors at the regular meetings of the Board, or whenever they may require it, an accounting of all of the transactions and a statement of the financial position of the Corporation;
  - 12.03.06 where possible, reside in close proximity to the President or Secretary to facilitate the co-signing of cheques; and
  - 12.03.07 perform such other duties as may from time to time be directed by the Board.
- 12.04 The Secretary may be empowered by the Board, upon resolution to carry out the affairs of the Corporation generally under the supervision of the Officers thereof, and further, shall:
- 12.04.01 attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings conducted thereat in the books to be kept for that purpose;
  - 12.04.02 give or cause to be given notice of all meetings of the Members and of the Board;

12.04.03 be custodian of the seal of the Corporation and shall apply same or deliver same only when authorized by a resolution of the Board so to do and with respect to the latter, only to such person or persons as may be named in the resolution; and

12.04.04 perform such other duties as may be prescribed by the Board or the President.

12.05 The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or as the Board requires of them.

### **Article 13 Committees**

13.01 The Board may appoint committees whose members will hold their offices at the will of the Board. The Directors shall determine the duties of such committees and may fix by resolution any remuneration to be paid to the members of such committees.

### **Article 14 Executive Committee**

14.01 There shall be an Executive Committee that shall be composed of the Officers of the Corporation plus not less three (3) Directors appointed to the Executive Committee by the Board of Directors from amongst its members.

14.01.01 The Executive Committee shall exercise such powers as are authorized by the Board of Directors.

14.01.02 Any Executive Committee member may be removed by a majority vote of the Board of Directors.

14.01.03 Executive Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

14.02 Meetings of the Executive Committee shall be held at any time and place to be determined by the members of such committee provided that FORTY-EIGHT (48) hours written notice of such meeting shall be given, other than by mail, to each member of the committee. Notice by mail shall be sent at least 14 days prior to the meeting.

14.02.01 Notice by mail shall be sent at least FOURTEEN (14) days prior to the meeting and notice sent in this manner shall be deemed to have been received at least SEVENTY - TWO (72) hours prior to such meeting except in the case of a general interruption of mail services.

14.03 A majority of members of the Executive Committee from time to time, but in no event less than FOUR (4) members of such committee, shall constitute a quorum.

- 14.04 No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 14.05 Subject to the Bylaws and to any restrictions or limitations imposed by the Board of Directors, the Executive Committee may:
- 14.05.01 act as a planning group;
  - 14.05.02 act as an issue resolution mechanism; and
  - 14.05.03 act in lieu of the Board of Directors in times between Board meetings or in times where a matter is urgent, providing that the Executive Committee shall seek approval of the Board of Directors before making decisions on behalf of the Board.

## **Article 15 Constituencies**

- 15.01 There shall be both an Educational Developers' Caucus and a 3M National Teaching Fellows' Council, each of which may adopt a constitution, pass bylaws, elect officers, designate committees, plan programmes, raise funds, and otherwise function as an organization within the Corporation, providing that nothing so adopted or done shall be in conflict with the vision, mission, goals or Bylaws of the Corporation.
- 15.02 Any funds raised by a Constituency or provided to a Constituency by a source other than the Corporation shall be under the control of the Corporation, except funds held in trust for specific purposes.
- 15.03 The Constituencies shall perform such activities as may be approved by the Board of Directors.
- 15.04 All members of the Constituencies must be Members of the Corporation.
- 15.05 The Chairs of the Constituencies shall each be an *ex officio* Director of the Corporation and shall be entitled to vote at all meetings thereof.
- 15.06 The Constituencies will receive the administrative support of the Board of Directors.
- 15.07 Subject to the Board's approval, the Corporation may give financial support to either or both of the Constituencies.
- 15.08 Each Constituency must:
- 15.08.01 hold at least ONE (1) meeting each year at which business is transacted;

- 15.08.02 elect a Chair, Vice-Chair, a Secretary-Registrar and a Treasurer or, at the discretion of the Constituency, a Secretary-Treasurer in lieu of the separate positions of Secretary-Registrar and Treasurer, at least every TWO (2) years and upon the vacancy of such position or positions, except when specifically requested by the members of the Constituency and approved by the Board of Directors;
- 15.08.03 not allow the office of Chair or Vice-Chair to be held by the same individual for more than TWO (2) successive terms;
- 15.08.04 submit to the Board at the Directors' Meeting scheduled on or about the date of Corporation's Annual Conference, and at such other time or times as required by the Board, a written report:
  - 15.08.04.1 of its activities and financial affairs (including a financial statement) for that fiscal year;
  - 15.08.04.2 of its planned and anticipated activities for the upcoming year;
  - 15.08.04.3 providing its budget from the time of such report until the next Director's Meeting as hereinbefore described; and
  - 15.08.04.4 providing any other information as requested by the Corporation's Board of Directors, and
- 15.08.05 use the Member mailing lists for Constituency business only.
- 15.09 The Board may withdraw recognition of a Constituency if the Constituency does not demonstrate active progress or initiative in the pursuit of its objectives and purposes as approved by the Board, or fails to comply with any part of the foregoing Article 15.08.
  - 15.09.01 Withdrawal of recognition of a Constituency will result in the removal of administrative and financial support, if any.
  - 15.09.02 Withdrawal of recognition of a Constituency requires the approval of the Board of Directors.
  - 15.09.03 If withdrawn, reinstatement of recognition of a Constituency may be obtained by fulfilling the original requirements for formation or recognition of a Special Interest Group pursuant to Article 17.

## **Article 16 Standing Committees**

- 16.01 There shall be a Publications Committee which shall publish or cause to be published the Corporation's newsletter and any other publications that are authorized by the Board and which shall undertake such further duties as the Board may authorize.

16.01.01 The Publications Committee shall consist of:

16.01.01.1 a Chair, elected who shall be an *ex officio* director of the Corporation and entitled to vote at all meetings thereof, and shall be selected by an Election pursuant to Article 9 hereof;

16.01.01.1.1 The person so elected shall assume the position of Chair of the Publications Committee immediately upon the expiration of the term of the incumbent Chair of the Publications Committee or upon the position of Chair of the Publications Committee being or becoming vacant, whichever shall earlier occur; and

16.01.01.2 other members appointed by the Chair, such members to hold membership in the Committee at the will of the Chair and of the Board.

16.01.02 All members of the Publications Committee must be Members of the Corporation.

16.02 There shall be a Membership Committee which shall organize and administer membership drives, determine recommended membership fees and provide such recommendations to the Board, and publish or cause to be published materials promoting the Corporation and its aims and objectives, and which shall undertake such further duties as the Board may authorize.

16.02.01 The Membership Committee shall consist of:

16.02.01.1 a Chair, appointed by the Board from amongst its members, who shall hold office at the will of the Board; and

16.02.01.2 other members appointed by the Chair, such members to hold membership in the Committee at the will of the Chair and of the Board.

16.02.02 All members of the Membership Committee must be Members of the Corporation.

16.03 There shall be a Communications and Public Relations Committee which shall develop, implement and evaluate communication strategies, programmes and materials to promote the Corporation and its goals, objectives, and activities to the public, and which shall undertake such further duties as the Board may authorize.

16.03.01 The Communications and Public Relations Committee shall consist of:

16.03.01.1 a Chair, appointed by the Board from amongst its members, who shall hold office at the will of the Board; and

16.03.01.2 other members appointed by the Chair, such members to hold membership in the Committee at the will of the Chair and of the Board.

16.03.02 All members of the Communications and Public Relations Committee must be Members of the Corporation.

16.04 There shall be a Finance Committee which shall advise the Board of Directors on the financial affairs of the Society, review the Corporation's financial statements including such monthly financial statements as may be generated. The Finance Committee shall be responsible for preparing the Corporation's annual budget and presenting the same to the Board, and it shall further undertake such further duties as the Board may authorize.

16.04.01 The Finance Committee shall consist of:

16.04.01.1 a Chair, who shall be the Treasurer of the Corporation; and

16.04.01.2 other members appointed by the Chair, such members to hold membership in the Committee at the will of the Chair and of the Board.

16.04.02 All members of the Finance Committee must be Members of the Corporation.

16.05 There shall be an STLHE /SAPES Awards Committee which shall honour outstanding university teachers and educational leaders in Canada and which shall undertake such further duties as the Board may authorize.

16.05.01 The STLHE / SAPES Awards Committee shall consist of:

16.05.01.1 a Chair;

16.05.01.2 the Coordinators of each of the 3M National Teaching Fellowship Award Sub-Committee, the Alan Blizzard Award Sub-Committee, the Chris Knapper Award Sub-Committee and any other Sub-Committees as may be established by the Board; and

16.05.01.3 such other members as are appointed by the Chair, with such members to hold membership in the Committee at the will of the Chair and of the Board.

16.05.02 All members of the STLHE Awards Committee must be Members of the Corporation.

16.06 The Chair of the STLHE / SAPES Awards Committee shall:

16.06.01 be selected by an Election pursuant to Article 9 hereof;

16.06.02 assume the position of Chair of the STLHE / SAPES Awards Committee immediately upon the expiration of the term of the incumbent Chair of the STLHE / SAPES Awards Committee or upon the position of Chair of the STLHE / SAPES Awards Committee being or becoming vacant, whichever shall earlier occur;

16.06.03 upon assuming such position, further immediately and forthwith assume the position of the Coordinator of the 3M National Teaching Fellowship Award Sub-Committee;

16.06.04 be an *ex officio* director of the Corporation and entitled to vote at all meetings thereof;

16.06.05 hold the position of Chair of the STLHE / SAPES Awards Committee and the position of Coordinator of the 3M National Teaching Fellowship Award Sub-Committee for FOUR (4) years from the date of assumption of such positions, PROVIDED THAT both such positions shall be automatically vacated:

16.06.05.1 if the holder of such positions has resigned from either such position by delivering a written resignation to the Secretary of the Corporation;

16.06.05.2 if the holder of such positions is found by a Court of competent jurisdiction to be of unsound mind;

16.06.05.3 if the holder of such positions becomes bankrupt or suspends payment or compounds with his or her creditors; or

16.06.05.4 upon death of the holder of such positions,

PROVIDED FURTHER THAT if any vacancy shall occur for any reason in this subparagraph contained, the Board may by majority vote appoint another Member to fill the vacancy so created, with such appointment expiring upon the expiration of the remainder of the term of the former holder of such positions so vacated; and

16.06.06 in any event, hold said positions at the will of the Board.

16.07 The STLHE / SAPES Awards Sub-Committees shall be the 3M National Teaching Fellowship Award Sub-Committee, the Alan Blizzard Award Sub-Committee, the Chris Knapper Award Sub-Committee, and such other Sub-Committees as the Board may establish from time to time (the "Sub-Committees") which shall administrate their respective awards and which shall undertake such further duties as the Board may authorize.

16.07.01 Each Sub-Committee shall consist of:

16.07.01.1 a Coordinator, appointed by the Board from amongst its members SAVE FOR the Coordinator of the 3M National Teaching Fellowship Award Sub-Committee as aforesaid, and each of whom shall hold office at the will of the Board; and

16.07.01.2 such other members as are appointed by the Chair or the Coordinator, such members to hold membership in the Committee at the will of the Chair, the Coordinator, and of the Board.

16.07.02 All members of a Sub-Committee must be Members of the Corporation.

16.08 There shall be a Conference Committee which shall organize the hosting of the annual conference of the Members of the Corporation and which shall undertake such further duties as the Board may authorize.

16.08.01 The Conference Committee shall consist of:

16.08.01.1 a Chair, appointed by the Board from amongst its members, who shall hold office at the will of the Board; and

16.08.01.2 other members appointed by the Chair, such members to hold membership in the Committee at the will of the Chair and of the Board.

16.08.02 All members of the Conference Committee must be Members of the Corporation.

16.09 The Board of Directors may by resolution and from time to time establish any such further and other Standing Committees as it may in its sole discretion determine.

## **Article 17 Special Interest Groups**

17.01 Special Interest Groups (SIGs) may be formed within the Corporation. Each SIG may adopt a constitution, pass bylaws, elect officers, designate committees, plan programmes, raise funds, and otherwise function as an organization within the Corporation, providing that nothing so adopted or done shall be in conflict with the vision, mission, goals or Bylaws of the Corporation.

17.01.01 Any funds raised by a SIG or provided to a SIG by a source other than the Corporation shall be under the control of the Corporation, except funds held in trust for specific purposes.

17.02 SIGs may be formed for any purpose which the Board of Directors may consider useful.

17.03 An application to form a SIG may be made to the Board of Directors upon the filing of a petition signed by no fewer than TEN (10) Members who wish to promote the SIG objective stating that that they intend to maintain an active *bona fide* existence within the proposed objectives of the SIG. The proposed constitution and Bylaws of the SIG shall also be submitted.

17.03.01 If the Board of Directors approves the application, official recognition will be issued authorizing the formation of a constitution and the election of officers.

17.04 All members of a SIG must be Members of the Corporation.

17.05 Subject to the Board's approval, the Corporation may give financial support to a SIG.

17.06 Each SIG must:

17.06.01 hold at least ONE (1) meeting each year at which business is transacted;

17.06.02 elect a Chair, Vice-Chair, a secretary-registrar and a treasurer at least every TWO (2) years and upon the vacancy of such position or positions, except when specifically requested by the members of the SIG and approved by the Board of Directors;

- 17.06.03 not allow the office of Chair or Vice-Chair to be held by the same individual for more than TWO (2) successive terms;
- 17.06.04 submit to the Board at the Directors' Meeting scheduled on or about the date of Corporation's Annual Conference, and at such other time or times as required by the Board, a written report:
  - 17.06.04.1 of its activities and financial affairs (including a financial statement) for that fiscal year;
  - 17.06.04.2 of its planned and anticipated activities for the upcoming year;
  - 17.06.04.3 providing its budget from the time of such report until the next Directors' Meeting as hereinbefore described;
  - 17.06.04.4 providing any other information as requested by the Corporation's Board of Directors; and
- 17.06.05 use the Member mailing lists for SIG business only.
- 17.07 The Board may withdraw recognition of a SIG if that SIG does not demonstrate active progress or initiative in the pursuit of its objectives and purposes as approved by the Board, or fails to comply with any part of the foregoing Article 17.06
- 17.08 Withdrawal of recognition of a SIG will result in the removal of administrative and financial support, if any.
- 17.09 Withdrawal of recognition of a SIG requires the approval of the Board of Directors.
- 17.10 Reinstatement of recognition of a SIG may be obtained by fulfilling the original requirements for formation or recognition.

## **Article 18 Execution of Documents**

- 18.01 Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed and sealed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.
- 18.02 The Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign and seal specific contracts, documents and instruments in writing.
- 18.03 The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation.

- 18.04 The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

## **Article 19 Minutes of Board of Directors**

- 19.01 The minutes of the Board shall not be available to the general membership of the Corporation but shall be delivered to each Director forthwith upon their production.

## **Article 20 Financial Year**

- 20.01 Unless otherwise ordered by the Board, the fiscal year end of the Corporation shall be December 31.

## **Article 21 Amendment of By-Laws**

- 21.01 The by-laws of the Corporation not embodied in the Letters Patent may be repealed or amended by by-law, or a new by-law relating to the requirements of Subsection 155(2) of the Canada Corporations Act may be enacted, such by-law to be enacted by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least TWO THIRDS (2/3) of the Members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister of Industry, if necessary, has been obtained.

## **Article 22 Auditors**

- 22.01 The Members shall, at each Annual General Meeting, appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the Members at the next Annual General Meeting.

22.01.01 The auditor shall hold office until the next Annual General Meeting provided that the Directors may fill any casual vacancy in the office of the auditor.

22.01.02 The remuneration of the auditor shall be fixed by the Board.

## **Article 23 Books and Records**

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

## **Article 24 Rules and Regulations**

24.01 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 General Meeting of the Members wherein they shall be confirmed or, failing such confirmation shall cease to have any further force and effect.

## **Article 25 Dissolution of Corporation**

25.01 Upon the dissolution of the Corporation, any surplus funds or surplus capital remaining to the credit of the Corporation once the provisions of the Winding Up and Restructuring Act (R.S.C. 1985, c. W-11) and any amendments thereto and the provisions of any other applicable legislation have been complied with shall be distributed to one or more arm's length charities, with any such recipient or recipients having their primary operations in the area of higher education, and with the determination of such recipient or recipients to be made by the Board of Directors at the time of the dissolution of the Corporation.