



STLHE SAPES

Society for Teaching and Learning in Higher Education

La société pour l'avancement de la pédagogie dans l'enseignement supérieur

AMENDED AND RESTATED BY-LAW 2021-1

A by-law relating generally to the conduct of the affairs of

Society for Teaching and Learning in Higher Education

(the "**Society**")

BE IT ENACTED as a by-law of the Society as follows:

1. Interpretation

1.1 DEFINITIONS

In the By-law of the Society, unless the context otherwise requires:

- (a) "**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Government Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) "**Annual Meeting**" means an annual meeting of the Members as provided in section 6.1;
- (c) "**Affiliate**" or "**Affiliated Group**" have the meanings set out in Section 10;
- (d) "**Authorized Representative**" means a person named to act as an authorized representative of a Member pursuant to section 3.4;
- (e) "**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Society;
- (f) "**Board**" means the Board of Directors of the Society and "**Director**" means a member of the Board;
- (g) "**By-law**" means this by-law as amended or restated and all other by-laws of the Society in force and effect;
- (h) "**Government Regulations**" means the regulations made under the Act as amended, restated or in effect from time to time;
- (i) "**Individual Members**" means those persons who have been admitted as individual members of the Society in accordance with section 3.1;
- (j) "**Institutional Members**" means those persons who have been admitted as institutional members of the Society in accordance with section 3.1;



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- (k) **"Member"** means any one of the Individual Members or Institutional Members and **"Members"** means the Individual Members and Institutional Members;
- (l) **"Meeting of Members"** includes an annual meeting of members or a special meeting of members;
- (m) **"Officer"** or **"Officers"** means any one or more persons, respectively, who have been appointed as Officers of the Society in accordance with the By-law;
- (n) **"Ordinary Resolution"** means a resolution passed by a majority of the votes cast on that resolution;
- (o) **"Society"** means the Society for Teaching and Learning in Higher Education;
- (p) **"Special Meeting"** means any meeting of the Members that is not an Annual Meeting;
- (q) **"Special Resolution"** means a resolution passed by a majority of not less than two-thirds (2/3rds) of the votes cast on that resolution; and
- (r) **"Operating Policies"** means the operating policies, regulation and guidance approved by the Board in accordance with Section 2.6;

[There are a number of defined terms added to this section for the purposes of this Amended By-law.]

1.2 MEANING

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 above, words and expressions defined in the Act have the same meanings when used in this By-law.

2. OPERATIONS

2.1 CORPORATE SEAL

The Society may have a corporate seal in the form approved time to time by the Board. If a corporate seal is approved by the Board, the Executive Director of the Society shall be the custodian of the corporate seal.

2.2 REGISTERED OFFICE

Unless changed in accordance with the Act, the registered office of the Society shall be in the Province of Prince Edward Island.



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2.3 BOOKS AND RECORDS

The Board shall see that all necessary books and records of the Society required by the By-law or by any applicable statute or law are regularly and properly kept.

2.4 FINANCIAL YEAR

The financial year end of the Society shall be December 31 in each year.

2.5 EXECUTION OF DOCUMENTS

Contracts, documents or other instruments in writing requiring the signature of the Society, shall be signed by any two (2) Officers or Directors and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Board may appoint any Officer or any person on behalf of the Society, either to sign documents generally or to sign specific documents. The Board may give the Society's power of attorney to any registered dealer in securities for the purposes of transferring and dealing with any securities owned by the Society.

2.6 OPERATING POLICIES

The Board may adopt, amend, or repeal by resolution such Operating Policies that are not inconsistent with the By-law relating to such matters as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-law as the Board may deem appropriate from time to time. Any Operating Policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board. In the event of any conflict or inconsistency between such policies, rules and regulations and the By-law, the By-law shall prevail.

[There are no substantial changes to sections 2.1-2.6 of the By-law].

3. MEMBERSHIP

3.1 COMPOSITION

Subject to the Articles, there shall be two (2) classes of Members in the Society consisting of:

- (a) Individual Members who shall be those individuals interested in furthering the Society's purposes and who have applied for and been accepted into membership in the Society by resolution of the Board or in such other manner as may be determined by the Board; and



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- (b) Institutional Members, who shall be those corporations interested in furthering the Society's purposes and who have applied for and been accepted into membership in the Society by resolution of the Board or in such other manner as may be determined by the Board.

[There are no substantial changes to the Membership structure of the Society. Membership shall continue to be available to those interested in furthering the Society's purposes and who have applied for and been accepted into membership of the Society by the Board. In accordance with the current practice of the Society, this section has been revised slightly to confirm that individual membership is available to individuals and institutional membership is available to corporations. Individual Members shall continue to be voting members and subject to the Act, institutional members shall continue to be non-voting members. Acceptance into membership shall continue to be at the discretion of the Board.]

3.2 TERM OF MEMBERSHIP

The term of membership of an Institutional Member shall be one (1) year, to expire on December 31 of each year. Membership may be renewed annually upon payment of any membership dues as and when required under section 3.6.

The term of membership of an Individual Member shall be one (1) year, beginning on the date of payment of the membership dues and expiring on the next anniversary date. Membership may be renewed annually upon payment of any membership dues as and when required under section 3.6.

[This provision has been added to provide greater clarity to the terms of membership. There are no substantial changes from the previous By-law, which provides that Members shall automatically cease to be members of the Society upon failure to pay membership dues. Rather, it clarifies what is done in practice.]

3.3 MEMBERS' RIGHTS

The rights of each class of Members shall be as follows:

- (a) Each Individual Member shall be entitled to receive notice of and to attend all meetings of the Members of the Society, and each Individual Member shall have one (1) vote on all matters brought before the Members.
- (b) Except as provided by the Act, no Institutional Member shall be entitled to receive notice of, attend or vote at meetings of the Members of the Society.

[There are no changes to the voting rights of the various membership classes].



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3.4 APPOINTMENT OF AUTHORIZED REPRESENTATIVE

An Institutional Member that is a corporation or other entity shall, from time to time, in writing:

- (a) appoint a person who shall be its Authorized Representative;
- (b) remove and/or replace a person as its Authorized Representative.

Such Institutional Member shall provide the details and contact information of the Authorized Representative to be appointed, removed or replaced from time to time to the Secretary, who shall immediately update the Society's records for the purposes of providing notice of all meetings to which the Authorized Representative is entitled to exercise the rights provided in section **Error! Reference source not found.**

3.5 RIGHTS OF AUTHORIZED REPRESENTATIVE

Unless the Society receives written notification from an Institutional Member that an Authorized Representative has been removed or shall not otherwise attend, act or vote on behalf of the Institutional Member in respect of a particular meeting or matter brought before the Members, the Authorized Representative shall be entitled to:

- (a) receive notice of any meeting the Institutional Member is entitled to receive;
- (b) attend, speak at, and vote at a meeting at which the Institutional Member is entitled to vote; and
- (c) execute a Written Resolution on behalf of the Institutional Member.

[3.4 and 3.5 have been added to confirm the relevant contact person for an Institutional Member. This is a non-substantive change.]

3.6 MEMBERSHIP DUES

- (a) Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the Members in default shall automatically cease to be Members of the Society. Membership dues shall be as set by the Board from time to time.
- (b) Notwithstanding termination of membership, a former Member remains liable for any assessment levied under the authority of this section 5 prior to termination of the membership.

[3.6(b) has been added as clarification that outstanding membership dues continue to be outstanding even where a member ceases to be a Member.]



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3.7 TERMINATION OF MEMBERSHIP

Membership in the Society automatically terminates upon the occurrence of any of the following events:

- (a) the Individual Member dies, or, in the case of an Institutional Member, insolvency or dissolution;
- (b) expiration of a Member's term of membership;
- (c) the Member resigns by delivering a written resignation to the Society;
- (d) the Member is expelled or is otherwise terminated in accordance with section 3.8;
- (e) the Society is liquidated or dissolved under the Act; or
- (f) the cessation of membership for failure to pay membership dues as provided in section 3.6.

[No substantive changes.]

3.8 DISCIPLINE OF MEMBERS

- (i) The Board shall have authority to suspend or expel any Member from the Society for any one of more of the following grounds:
- (ii) violating any provision of the Articles, By-law or written policies of the Society;
- (iii) carrying out any conduct which may be detrimental to the Society, as determined by the Board in its sole and absolute discretion; or
- (iv) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Society.
- (v) If the Board determines that a Member should be expelled or suspended from membership in the Society, the Chair of the Board, or such other Officer as may be designated by the Board, 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 a written submission to the Chair of the Board, or such other Officer as may be designated by the Chair before the end of the twenty (20) day period.
- (vi) In the event that no written submissions are received, the Chair of the Board or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Society. If a written submission is received in accordance with this subsection (b), the Board shall consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision



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within a further twenty (20) days from the date of receipt of the submission. The Board's decision shall be final and binding on the Member, without any further right of appeal.

[No substantive changes.]

4. BOARD OF DIRECTORS

4.1 POWERS OF THE BOARD

- (a) The Board shall manage or supervise the management of the activities and affairs of the Society in all things. The Board may make or cause to be made for the Society, in its name, any kind of contract which the Society may lawfully enter into and may exercise all such other powers and do all such other acts and things as the Society is authorized to exercise and do.
 - (i) Without limiting the generality of the foregoing, the Board may, without authorization of the Members:
 - (ii) borrow money on the credit of the Society;
 - (iii) issue, reissue, sell, pledge or hypothecate debt obligations of the Society;
 - (iv) give a guarantee on behalf of the Society to secure performance of an obligation of any person; and
 - (v) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Society, owned or subsequently acquired, to secure any obligation of the Society.
 - (vi) The Board may, by resolution, delegate the powers referred to in this Section 4.1 to a Director, a committee of Directors or an Officer.

[No substantive changes. This language is consistent with the powers provided to the Board under the Canada Not-for-profit Corporations Act.]

4.2 SIZE OF THE BOARD

- (a) The Board will consist of a minimum of five (5) Directors and maximum of twenty (20) Directors, at least two (2) of whom are not Officers or employees of the Society or its affiliates.
- (b) Immediately following confirmation of this Amended and Restated By-Law by the Members, the number of Directors shall be fixed at twelve (12) Directors. The Members thereafter delegate to the Board the right to fix the number of Directors from time to time.



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[No substantive changes].

4.3 QUALIFICATIONS

- (a) Each Director shall:
 - (i) be an Individual Member in good standing of the Society;
 - (ii) be an individual who is at least eighteen (18) years of age;
 - (iii) not have the status of a bankrupt; and
 - (iv) not be a person who has been declared incapable by a court in Canada or elsewhere.
 - (v) If a person ceases to be qualified as provided in this section 3.3, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 3.5.

[No substantive changes. This language is consistent with the powers provided to the Board under the Canada Not-for-profit Corporations Act.]

4.4 TERM OF DIRECTORS

- (a) Each Director elected hereunder will have a term of three (3) years, to expire at the third Annual Meeting following election, or, if no successor is elected at the Annual Meeting, to expire when a successor is elected.
- (b) A Director is eligible for election for two consecutive full terms, and afterwards is not eligible for re-election until a period of eleven (11) months has elapsed from the date such person ceases to be a Director.

[The Amended By-law provides that a Director shall be eligible for election for two consecutive full terms, and afterwards is not eligible for re-election until a period of eleven (11) months has elapsed from the date such person ceases to be a Director. We understand that this is an informal practice of the Society to encourage regular turnover of the Board from time to time.]

4.5 REMOVAL OF DIRECTORS

- (a) The Members may, by Ordinary Resolution, at a Special Meeting remove any Director from office for any reason before expiration of the Director's term of office and may elect a person to replace the removed Director for the remainder of the term of office.



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- (b) Where the Members do not fill the vacancy created by the removal of a Director, the vacancy may be filled in accordance with section 4.6.
- (c) A Director may resign as a Director of the Society by submitting a formal written resignation to the Secretary, which shall be effective at the time the written resignation is sent to the Society or at the time specified in the resignation, whichever is later.

[No substantive changes. Pursuant to the Canada Not-for-profit Corporations Act, the Members have the ability to remove a Director.]

4.6 VACANCIES

- (d) Except as provided in the Act, so long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by Ordinary Resolution of the Directors of the Society for the balance of the term vacated. If no quorum of Directors exists, the remaining Directors shall call a Special Meeting to fill a vacancy on the Board.
- (e) The Directors may not fill a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles or a failure to elect the number or minimum number of Directors provided for in the Articles.

[No substantive changes. This language is consistent with the powers provided to the Board under the Canada Not-for-profit Corporations Act.]

5. MEETINGS OF THE BOARD

5.1 CALLING MEETINGS

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

[No substantive changes.]

5.2 NOTICE OF MEETINGS

Subject to the By-law, the Act and any resolution of the Board, notice of the time and place of each meeting of the Board will be given in the manner provided in section 15 to each Director not less than two (2) days before the time when the meeting is to be held, but if the Chair of the Board considers it a matter of urgency that a meeting of the Board be convened, they may give notice of a meeting by telephone or electronic means no less than twenty-four (24) hours before the meeting. No notice of a meeting will be necessary if all the Directors in office are present or if those absent waive notice of that meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the



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meeting is not lawfully called. A notice of a meeting of the Board need not specify the purpose of or the business to be transacted at the meeting except where required by the Act.

[There are no requirements under the Canada Not-for-profit Act with respect to the minimum notice required to be provided to Directors to hold a Directors Meeting. The Amended By-law proposed to reduce the notice period from seven to two days for added flexibility to hold meetings. It is intended that more than two days' notice will be regularly provided.]

5.3 PLACE OF MEETINGS

Meetings of the Board may be held at the registered office of the Society or at any other place within Canada, as determined by the Board.

[No substantive change. This is consistent with the Canada Not-for-profit Corporations Act.]

5.4 MEETING BY ELECTRONIC MEANS, ETC.

- (a) A Director may participate in a meeting of the Board by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.
- (b) The **Chair of the Board** may call a meeting of the Board and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

[This section has been revised slightly to conform with the language of the Canada Not-for-profit Corporations Act, which contains a general provision permitting directors and members to participate in meetings electronically, via conference call or other electronic meeting platform. Under the Act, such directors or members are considered present at the meeting.]

Note: the By-laws can expressly prohibit meetings by electronic means though we assume such meetings are imperative given the national scope of the Society.]

5.5 QUORUM

A majority of the number of Directors of the Society in office at the time the meeting is held constitutes a quorum at any meeting of Directors.

[No change.]



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5.6 VOTES TO GOVERN

Each Director is authorized to exercise one (1) vote at each meeting of the Board. Unless otherwise required by the Act, at all meetings of the Board, every question will be decided by a majority of the votes cast on the question. In case of an equality of votes, the vote shall be deemed to have been lost.

[No substantive change.]

5.7 REMUNERATION AND EXPENSES

The Directors will serve without remuneration for their services and no Director shall directly or indirectly receive any profit from such Director's position as such. Unless otherwise determined by the Board, the Directors will be entitled to be reimbursed for reasonable travelling and other reasonable expenses properly incurred by them in attending meetings of the Board or any committee of the Board.

[No change.]

5.8 MEETING FOLLOWING ANNUAL MEETING

The Board shall hold a meeting as soon as reasonably possible following the Annual Meeting of the Society for the purpose of the election and appointment of Officers and the transaction of any other business, and no notice shall be required for this meeting.

[This has been added as a guidance for standard practice by the Board following the Annual Meeting of the Members.]

5.9 REGULAR MEETINGS

The Board may fix a day or days in any month or months for regular meetings of the Board at a place and hour to be named and, without limiting the generality of the foregoing, the Board shall meet at least once per year. A copy of any resolution of the Board fixing the place and time of those regular meetings will be sent to each Director promptly after being passed, but no other notice will be required for any regular meeting except where the Act requires the purpose of, or the business to be transacted at, that meeting to be specified.

5.10 RESOLUTIONS IN WRITING

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors. Any such resolution may be signed in counterparts, each of which will be an original and all of which together will constitute one and the same resolution. A Director may submit his or her written signature by facsimile, e-mail or other functionally equivalent electronic means of transmission.



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5.11 MINUTES

The Board shall see that all minutes of the Society required by the By-law or by any applicable statute or law are regularly and properly kept.

[No substantive changes from 5.9 – 5.11.]

6. MEETINGS OF THE MEMBERS

6.1 ANNUAL MEETINGS

Subject to the Act, the Annual Meeting of the Members will be held on the date and at the time determined by the Board, but in any case, (i) not more than fifteen (15) months after the holding of the last preceding annual meeting, and (ii) not later than six (6) months after the end of the Society's preceding financial year. At every Annual Meeting of the Members, in addition to any other business that may be transacted, the Members shall:

- (a) review and consider the financial statements, the report of the public accountant, if any, and any other reports required by the Act to be placed before the Members at the annual meeting;
- (b) elect Directors;
- (c) appoint the public accountant; and
- (d) transact any other business that may be properly brought before the Members.

[No change.]

6.2 SPECIAL MEETINGS AND REQUISITION MEETINGS

The Board shall have the power to call at any time a Special Meeting of the Members. In addition, the Board shall call a meeting of the Members on written requisition of Members carrying not less than five percent (5%) of the voting rights. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

[No change. This is permitted under the Canada Not-for-profit Corporations Act.]

6.3 PLACE OF MEETINGS

The Annual Meeting or any Special Meeting of the Members shall be held at the registered office of the Society or at any place in Canada as the Board may determine.

[No change.]



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6.4 MEETING BY ELECTRONIC MEANS, ETC.

- (a) A Member may participate in a meeting of Members by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.
- (b) The Directors may call a meeting of the Members and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

[As noted above, this section has also been revised slightly to conform with the language of the Canada Not-for-profit Corporations Act, which contains a general provision permitting directors and members to participate in meetings electronically, via conference call or other electronic meeting platform.]

6.5 NOTICE OF MEETINGS

- (a) Notice of the time and place of a meeting of Members shall be given to each Member who, at the close of business on the record date for notice or if no record date for notice is fixed, at the close of business on the preceding day on which the notice is given, is entitled to receive notice, by the following means:
 - (i) by mail, courier or personal delivery to each such Member, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held;
 - (ii) by telephonic, electronic or other communication facility to each such Member, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held; or
 - (iii) posting the notice on a notice board including the Society's website where such information is regularly posted and that is located in a place frequented by the Members, at least thirty (30) days before the day on which the meeting is to be held.
 - (iv) Notice of any meeting where special business will be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgement on the business and state the text of any resolution to be submitted to the meeting. For purposes of this Section, all business transacted at a Special Meeting or Annual Meeting of Members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is "special business".



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- (v) The Chair of the Board, the Vice-Chair, the Treasurer, the Secretary and the public accountant and any other person or persons admitted by invitation by the Board, will be entitled to receive notice of every meeting of the Members, and to attend and be heard thereat, but will not be entitled to vote at any such meeting.

[This provision has been revised slightly to comply with the language in the Canada Not-for-profit Corporations Act regarding notice for meetings of Members.]

6.6 WAIVER OF NOTICE

A meeting of Members may be held at any time and place without notice if all the Members waive notice or otherwise consent to such meeting being held. The attendance of a Member at a meeting of Members is a waiver of notice of the meeting, except where the Member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

6.7 ANNUAL FINANCIAL STATEMENTS

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

6.8 QUORUM

The holders of five (5%) percent of the votes entitled to vote at a meeting of Members will constitute a quorum at that meeting.

6.9 MANNER OF VOTING

- (a) At all meetings of Members, every question will be determined by Ordinary Resolution, unless otherwise specifically provided by the By-law or the Act.
- (b) If an electronic or telephonic meeting of Members is held, then any person participating in, and entitled to vote at, that meeting may vote, in accordance with the Act, by means of the telephonic or electronic communication facility that the Society has made available for the purpose.

6.10 RESOLUTIONS IN WRITING

Subject to the Act, a resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of Members. Any such resolution may be signed in counterparts, each of which will be an original and all of which together will constitute one and the



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same resolution. A Member may submit his or her written signature by facsimile, email or other functionally equivalent electronic means of transmission.

[No substantive changes from 6.6 – 6.10.]

7. OFFICERS

7.1 APPOINTMENT

The Board may designate the offices of the Society, appoint Officers, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Society. An Officer may, but need not be, a Director unless the By-law otherwise provide. Two or more Offices may be held by the same person.

Unless otherwise determined by the Board, the term of office of each Officer who is not an employee of the Corporation shall be one (1) year, to expire at the next Annual Meeting following election or appointment. Any Officer who is an employee shall hold office at the pleasure of the Board, or pursuant to terms of employment.

[The former By-law provides that Officers are appointed by the Members of the Society. While this form of governance is possible, it is not common practice.]

For completeness, we have provided some background as it relates to the role of board and members below.

A non-profit corporation is controlled, ultimately, by its members through the voting rights tied to their membership. Specifically, members of a non-share capital corporation (or a particular class thereof, as the case may be, and in this case the Individual Members) are entitled to vote on the election and removal of the board, in addition to a number of other fundamental decisions. The Board is accountable to the Members.

The board of directors of a non-share capital corporation is responsible for the management and oversight of the corporation. Generally, this means that the board is responsible for supervising senior staff, providing strategic planning to the corporation, and developing and implementing corporate policy. The board is also responsible for ensuring that the corporation is governed in accordance with the by-laws of the corporation as well as all applicable corporate, tax, and other regulatory laws. While the board is responsible to oversee and manage the corporation, typically the board delegates the day-to-day operations of the corporation to officers (or committees), which serve the corporation pursuant to an employment contract or at the pleasure of the board. The officers (or committees) report to the board and, as noted above, the board is accountable to the membership.



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We also note that under the former By-law, the Directors (not the Members) may remove any Officer of the Society.

It follows that we have revised this section to provide that the Officers are appointed by the Board (not elected by the Members at large).]

7.2 CHAIR OF THE BOARD

The Chair of the Board, if one is to be appointed, shall be a Director. The Chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors, the Executive Committee, and of the members. The Chair shall have such other duties and powers as the Board may specify.

[Note that the Canada Not-for-profit Act refers to a "Chair" so we have revised the Amended By-law accordingly. We have also removed the description for the position of "President-Elect" from the By-law, though the Board can provide for such a position in any given year if they wish.]

7.3 VICE-CHAIR

The Vice-Chair of the Board, if one is to be appointed, shall be a Director. If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors, the Executive Committee, and of the Members. The Vice-Chair shall have such other duties and powers as the Board may specify.

7.4 EXECUTIVE DIRECTOR

The Executive Director shall be the Chief Executive Officer of the Corporation and shall, subject to the direction of the Board and/or the Chair of the Board, supervise and control the operations of the Corporation.

The Executive Officer, if any, shall have the right to receive notice of, to attend and to speak at but not to vote at all meetings of the Board, any committee of the Board, including the Executive Committee, and any meeting of the Members, except those meetings where the terms of employment, compensation or performance of the Executive Director are discussed.

7.5 SECRETARY

The Secretary shall do or cause the following to be done:

- (f) act as secretary of each meeting of the Society, the Board and Executive Committee;
- (g) attend all meetings of the Society, the Board and the Executive Committee to record all facts and minutes of those proceedings in the books kept for that purpose;



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- (h) give all notices required to be given to the Members and to the Directors and the Executive Committee;
- (i) be the custodian of all books, papers, records, correspondence and documents belonging to the Society; and
- (j) perform the other duties prescribed by the Board or Executive Committee.

7.6 TREASURER

The Treasurer shall do or cause the following to be done:

- (k) keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Society in proper books of account;
- (l) deposit all moneys or other valuable effects in the name and to the credit of the Society in the bank or banks from time to time designated by the Board or Executive Committee;
- (m) disburse the funds of the Society under the direction of the Board or Executive Committee;
- (n) render to the Board or Executive Committee, whenever required, an account of all transactions as Treasurer and of the financial position of the Society;
- (o) co-operate with the Public Accountant of the Society during any audit of the accounts of the Society; and
- (p) perform the other duties prescribed by the Board or Executive Committee.

[7.2-7.6 have been revised slightly to accurately reflect the responsibilities of the various officers.]

7.7 AGENTS AND ATTORNEYS

The Board will have power to appoint agents or attorneys for the Society in or out of Canada with any powers of management (including the power to sub-delegate) that the Board deems appropriate.

[No change.]

7.8 OFFICER VACANCIES

- (a) Any Officer may be removed by Ordinary Resolution of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors.



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- (b) If the office of any Officer of the Society shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

[This provision has been revised for consistency with 7.1 above.]

7.9 REMUNERATION

Any Officer who is a Director shall not be entitled to remuneration for acting as such, but shall be entitled to reimbursement for reasonable expenses incurred in carrying out his or her duties. The Board shall fix the remuneration of any other Officers or employees, or may delegate such responsibility to the Chair of the Board.

[No substantive change.]

8. COMMITTEES

[This section 8 has been revised to provide added clarity/guidance surrounding the establishment of committees of the Society. Note, per the Society's policies, we have included specific reference to a nominating committee which is responsible to consider and accept all applications for director or officer.]

Generally, we suggest the specific procedures and processes for committees be set out in a separate policy and the By-law be left to cover the broad governing rules surrounding the committees. The reason being that policies can be amended at any time by the Board – which provides some greater flexibility to make ongoing changes as the organization evolves.]

8.1 COMMITTEES

The Board will establish those committees described in its Operating Policies, and may establish other committees on such terms and conditions as the Board deems appropriate. Subject to the Operating Policies, members of committees will hold their offices at the discretion of the Board.

8.2 RULES GOVERNING COMMITTEES

Subject to the By-Law of the Society, all Committees other than the Executive Committee are subject to the requirements listed below:

- (a) the chair and members shall be appointed by the Board;
- (b) at least one (1) Director shall be appointed to serve on each Committee;



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- (c) a member of a Committee shall serve for a term ending at the commencement of the Annual Meeting following appointment, and is eligible for reappointment for one (1) or more additional terms;
- (d) each Committee shall meet at least annually, and more frequently at the will of its chair or as required by its terms of reference, and as requested by the Board;
- (e) each Committee shall be responsible to, and report after each meeting to, the Board; or
- (f) subject to any rules established by the Board, each Committee may establish its own rules of procedure and may appoint subcommittees.

8.3 LIMITS ON AUTHORITY OF COMMITTEES

No committee, including the Executive Committee, has authority to:

- (a) submit to the Members any question or matter requiring approval of the Members;
- (b) fill a vacancy among the Directors or in the office of Public Accountant or appoint additional Directors;
- (c) issue debt obligations except as authorized by the Board;
- (d) approve any financial statements;
- (e) adopt, amend or repeal any By-Law; or
- (f) establish contributions to be made, or dues to be paid, by Members.

8.4 STANDING COMMITTEES

There shall be a Nominating Committee at any time there is no Executive Committee. There may be such other Standing Committees and for such purposes as the Board or the Executive Committee may determine by Ordinary Resolution.

8.5 NOMINATING COMMITTEE

The Nominating Committee shall:

- (a) consider all applications and prepare a slate of one (1) or more candidates for each position which will be vacant and for which an election will be held at or before the Annual Meeting;
- (b) accept any additional written nominations for elected office any time prior to the holding of annual elections; and



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- (c) make recommendations to the Board of names of persons to fill vacancies in office or on the Board or on committees, except the Executive Committee, that occur throughout the year.

9. EXECUTIVE COMMITTEE

[Section 9 has been added to set out the various roles and responsibilities of the Executive Committee. This section has been modified and adjusted to reflect the current practices of the Executive Committee.]

9.1 COMPOSITION

- (a) The Board may establish an Executive Committee by electing, by Ordinary Resolution from among its number, such number of members that is not less than three (3). The Board may delegate to the Executive Committee any of the powers of the Directors except those powers listed in section **Error! Reference source not found.**
- (b) The Executive Committee shall be composed of the Officers who are also Directors. The Chair of the Board shall be ex officio the Chair of the Executive Committee. Each member of the Executive Committee shall serve during the pleasure of the Board and, in any event, only for as long as such member shall be a Director. The Board may fill vacancies in the Executive Committee by election from among its number. If and whenever a vacancy exists in the Executive Committee, the remaining members may exercise all their powers so long as a quorum remains in office.

9.2 POWERS

Subject to the By-Law of the Society, during the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise all the powers of the Board in the management and direction of the affairs and business of the Society in such manner as the Executive Committee deems to be in the best interests of the Society.

9.3 MEETINGS OF THE EXECUTIVE COMMITTEE

Meetings of the Executive Committee shall be held at any time and place determined by the Executive Committee provided that written notice of the meeting be given in the same manner and within the same time frame as meetings of the Board, as required by section 5.2. No error or omission in giving notice of any meeting of the Executive Committee shall invalidate the meeting. Any member of the Executive Committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings made during the meeting.

9.4 PROCEDURES



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The Executive Committee shall have power to fix its quorum at not less than a majority of its members and may fix its own rules of procedure. The Executive Committee shall keep minutes of its meetings recording all action taken by it, and a summary of the meeting shall be submitted to the Board at least annually.

9.5 PLACE OF BUSINESS

Meetings of the Executive Committee may be held at the registered office of the Society or at any other place within or outside the geographical location of the registered office as specified in the notice calling the meeting.

9.6 MEETINGS BY ELECTRONIC CONFERENCE

- (a) Each member of the Executive Committee may participate in a meeting by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Executive Committee from time to time.
- (b) The chair of the Executive Committee may call a meeting of the Executive Committee and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

10. AFFILIATED GROUPS

[We understand that the language of Affiliate Groups may be revisited at a later date so we have not undertaken a substantial review of this section. That said, we have proposed one minor change to remove specific language from this section that provides that “Each constituency is entitled to nominate one (1) Director for election to the Board” for two reasons:

- 1. The Canada Not-for-profit Corporations Act does not permit ex officio directors. A director is ex officio when appointed to a board by virtue of holding another office or position (for example, by virtue of their position as chapter presidents). Such directors are excluded by section 128(3) of the Act, which requires that members elect directors by ordinary resolution at the annual meeting. It follows that any nominee from an affiliated group will still need to be elected to the Board by the Membership at large in order to comply with this provision of the Act. The removed language may be confused as permitting ex officio directors and lead future members to believe such nominees are entitled to a position on the Board; and**
- 2. Pursuant to the By-law, any person, including any member of an affiliate group, can be nominated or can self-nominate to the Board. That a constituency is entitled to nominate a director to the nominating committee is redundant as they are already entitled to do so.]**



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10.1 AFFILIATED GROUPS

Subject to the provisions of this Article 6 and the Operating Policies, the Board may authorize the Members to establish affiliated groups (each, an “**Affiliate**” or an “**Affiliated Group**”) from time to time that operate under the supervision and direction of the Board, provided:

- (a) the purposes and activities of the Affiliate do not conflict, as determined by the Board, with the vision, mission, goals, purposes or By-laws of the Society, as amended from time to time;
- (b) the Affiliate is made up of Members;
- (c) the members of the Affiliate cause it to operate in accordance with any relevant Operating Policies; and
- (d) the members of the Affiliate cause it to perform such activities as may be required by the Board from time to time.

10.2 CATEGORIES OF AFFILIATED GROUPS

The Board may establish different categories of Affiliates from time to time. As of the effective date of these By-laws, there are three (3) categories of Affiliates, consisting of:

- (a) **Constituencies** — Constituencies are communities of practice whose mission is to work within the aims and structure of the Society to advance the Society’s purposes. They operate with a formalized governance structure and are responsible for ensuring that their respective initiatives and activities are aligned and consistent with goals and purposes of the Society.
- (b) **Special Interest Groups** — Special Interest Groups are groups representing special interests which Members wish to promote. They are member-led and national or international in scope. Special Interest Groups operate with a formalized governance structure to advance and build capacity around their topic of focus. A Member or Members wishing to establish a Special Interest Group must submit an application to the Board by way of the Chair of the Standing Committee for Partnerships. The application must state the name of and rationale for establishing the group, along with its stated goals, purpose, and focus. A petition signed by no fewer than ten (10) Members who are committed to maintaining the Special Interest Group’s active, bona fide existence must accompany the application. Upon Board approval of official status, the group is authorized to for as a Special Interest Group and prepare a governing by-law document.
- (c) **Teaching and Learning Networks** — Teaching and Learning Networks are member-led networks that are regional, national, or international in scope and teaching and learning focussed. Teaching and Learning Networks provide a forum to create awareness; initiate conversation; explore and



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exchange ideas, insights, and perspectives; create collegial connections; share or develop resources and so on with others engaged in teaching and learning. A formal governance structure is not required thereby allowing fluid formation, function, and dissolution. A Member or Members wishing to establish a Teaching and Learning Network must submit an application to the Board by way of the Chair of the Standing Committee for Partnerships. The application must include the name of the Teaching and Learning Network; a rationale for establishing the group including intended goals, purpose, and focus; and a brief plan to recruit members and collaborate as a group. A petition signed by no fewer than eight (8) Members from multiple institutions or regions and who are committed to maintaining the Teaching and Learning Network, must accompany the application. One (or two) of these Network Members must be identified as the group leader or convenor and provide contact information. Upon Board approval of official status as a Teaching and Learning Network, formation of the group is recognized.

10.3 DISSOLUTION OF AFFILIATED GROUPS

The Board may withdraw resources from, recognition of, and cause to be dissolved, any Affiliated Group if, in the view of the Board, it does not demonstrate active progress in the pursuit of its purposes as approved by the Board, fails to comply with the Operating Policies or for any other reason determined by the Board, acting reasonably. Dissolved Affiliates may be reinstated in accordance with the Operating Policies.

11. conflict of interest

11.1 CONFLICT OF INTEREST

In accordance with the Act and the By-Law, Directors and Officers shall disclose any interests, whether direct, indirect or imputed, in any matter as required by the Act and comply with all other requirements in the Act in respect of such conflict of interest.

[This has been added. The requirement to disclose conflicts of interest is consistent with the requirements under the Canada Not-for-profit Corporations Act.]

12. protection of directors and officers

12.1 LIMITATION OF LIABILITY

- (a) Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in the Act or the By-law, the Society shall indemnify a Director or Officer of the Society, a former Director or Officer of the Society, or another individual who acts or acted at the Society's request as a Director or Officer, or an individual acting in a similar capacity, of another entity, and his or her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by the



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individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Society or other entity.

(b) The Society may not indemnify an individual unless the individual:

- (i) acted honestly and in good faith with a view to the best interests of the Society, or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer in a similar capacity at the Society's request; and
- (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

12.2 ADVANCE OF COSTS

(a) Subject to Section 12.1, the Society shall advance moneys to a Director, Officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 12.1. The individual shall repay the moneys if the individual does not fulfil the conditions of Section 12.1.

(b) Such advancement will only be effective:

- (i) upon the exhaustion of all available and collectible insurance provided to the Director, Officer or other individual by the Society inclusive of whatever valid and collectible insurance has been collected; and
- (ii) provided that the Director, Officer or other individual has carried out all duties assigned to such person which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.

12.3 DERIVATIVE ACTIONS

The Society shall, with the approval of a court, indemnify an individual referred to in Section 12.1, or advance moneys under Section 12.2 in respect of an action by or on behalf of the Society or other entity to procure a judgement in its favour, to which the individual is made a party because of the individual's association with the Society or other entity as described in Section 12.1 against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in Section 12.1.

12.4 NO RESTRICTION



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The Society will also indemnify the individuals referred to in Section 12.1 in any other circumstances that the Act permits or requires. Nothing in the By-law will limit the right of any person entitled to indemnity to claim indemnity apart from the provision of the By-law.

12.5 INSURANCE

- (a) The Society shall, at all times, maintain in force such Director's and Officer's liability insurance as may be approved by the Board.
- (b) No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Society.

[No substantive change to the liability and indemnity sections.]

13. PUBLIC ACCOUNTANT

13.1 APPOINTMENT OF PUBLIC ACCOUNTANT

Subject to the Act, at each Annual Meeting, the Members shall appoint a public accountant to hold office until the close of the next Annual Meeting and, if an appointment is not so made, the public accountant in office will continue in office until a successor is appointed. The Members may, at any Special Meeting, remove the public accountant by Special Resolution before the expiration of such public accountant's term of office, and shall, by a majority of the votes cast at that meeting, appoint another public accountant in such public accountant's place for the remainder of such public accountant's term. If the Members fail to appoint a successor public accountant, the Directors shall immediately fill any vacancy in the office of public accountant. The remuneration of the public accountant shall be fixed by the Board.

[No substantive change.]

14. DISPUTE RESOLUTION

14.1 DISPUTE RESOLUTION MECHANISM

In the event that a dispute or controversy among Members, Directors, Officers, committee members, employees, or volunteers of the Society arising out of or related to the Articles or By-law, or out of any aspect of the operations of the Society is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the Members, Directors, Officers, committee members, employees or volunteers of the Society as set out in the Articles, By-law or the Act, and as an alternative to such person instituting a lawsuit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:



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- (a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Society) appoints one (1) mediator, and the two (2) mediators so appointed jointly appoint a third (3rd) mediator. The three (3) mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (b) The number of mediators may be reduced from three (3) to two (2) upon agreement of the parties.
- (c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force where the registered office of the Society is situated or as otherwise agreed upon the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law, or mixed fact and law.
- (d) All costs of the mediators appointed in accordance with this Section shall be borne equally by the parties of the dispute or controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

[No substantive change.]

15. NOTICE

15.1 METHOD OF GIVING NOTICE

- (a) A notice or document required by the Act, the Articles or the By-law, to be sent to a Member or Director of the Society may be sent by prepaid mail addressed to, or may be personally delivered to, the individual's last recorded address as recorded on the books of the Society, or may be sent electronically, subject to compliance with the Act and this By-law. A notice or document mailed in accordance with this Section 15.1 to a Member or Director of the Society is deemed to be received by the addressee at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the addressee did not receive the notice or document at that time or at all. A notice or document sent electronically shall be deemed to have been received if sent in compliance with the Act and this By-law.
- (b) The accidental omission to give any notice to any Member, Director, Officer, public accountant or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof will not invalidate any action taken at any meeting held pursuant to or otherwise founded on that notice.



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[No substantive change.]

16. invalidity

16.1 INVALIDITY

The invalidity or unenforceability of any provision of these By-law shall not affect the validity or enforceability of the remaining provisions.

[No substantive change.]

17. AMENDMENTS

17.1 AMENDMENTS REQUIRING A SPECIAL RESOLUTION

Amendments to the following sections of the By-law shall only be effective upon approval by the Members by Special Resolution:

- (a) Member Composition, section 3.1 ;
- (b) Member Rights, section 3.3;
- (c) Number of Directors, section 4.2;
- (d) Notice of Meetings, section 15;
- (e) add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

[As noted above, under the Canada Not-for-profit Corporations Act, certain fundamental decisions must be put to Members for approval. It follows that any By-law amendments that effect such fundamental changes must be put to the Members for approval before they will be effective. We have revised this section to set forth those specific sections that will require Member approval before any substantive changes may be passed. This amended section makes no substantive change to the content from the original By-law. Rather, the changes are intended to make it easier to read and understand the By-law in itself (as opposed to setting out all of the fundamental rights and having to review the By-laws each time to confirm whether the amendments are considered fundamental).]

17.2 BY-LAW AMENDMENTS

- (a) Subject to the Act, the Articles and section 17.1, the Board may, by resolution, make, amend or repeal any By-law that regulate the activities or affairs of the Society and any such By-law, amendment or



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repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution.

- (b) If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

[This is the process as provided under the Canada Not-for-profit Corporations Act.]

ENACTED by the Directors as a By-Law of the **Society for Teaching and Learning in Higher Education** this _____ day of _____, 2021.

Chair of the Board

Secretary

CONFIRMED by the Members in accordance with the *Canada Not-for-profit Corporations Act* on the _____ day of _____, 2021.

Chair of the Board

Secretary

Copy of the signed and fully approved By-Law provided to Industry Canada on the _____ day of _____, 20___. (required to be deposited within one year of approval).