



# STLHE SAPES

Society for Teaching and Learning in Higher Education

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

## STLHE BY-LAW REVISIONS 2021

In the prioritization of its work for academic year 2020-21, the STLHE Board of Directors turned its attention to two main agenda items: Equity, Diversity and Inclusion (EDI) and governance.

The Board has focused its efforts on updating the STLHE by-laws so they align with the requirements of the federal legislation that sets the standard for not-for-profit organizations in Canada. Legal advice was sought as it became apparent that action was imperative to sustain the Society's legal status and functioning.

Over the next few weeks, STLHE members will have the opportunity to become more informed about essential by-law changes that will be explained at both an upcoming Information Session on May 20, 2021 and at the Annual General Meeting (AGM) on June 25, 2021.

### STLHE GOVERNANCE

Like most national not-for-profit organizations in Canada, the STLHE is incorporated under the *Canada Not-for-profit Corporations Act*. The *Act* empowers the Board to act on behalf of the Society and its members to take action and make decisions in a variety of areas. For example, the Board has jurisdiction to address the legal alignment of the Society's by-laws and attendant processes with the requirements of the *Act*.

It is normal practice – and has been normal practice for the Society – for the Board to identify and approve required by-law revisions and then to put them before the membership for ratification as part of the normal course of business at the AGM.

### BY-LAW CHANGES

The Board determined that the first order of business must be the alignment of the by-laws with the *Act*. This alignment is also necessary to the provision of liability insurance for the Board. Work on this by-law package was undertaken by Miriam Carey (Secretary), and Jordyn Allan (Miller Thomson LLP, legal counsel for the Society in not-for-profit governance matters).

Based on legal advice, the Board approved the necessary by-law revision at its meeting of April 22, 2021, and it is this revision that will be brought to the entire membership at the AGM. Our legal counsel has provided an [annotated version](#) of the affected by-laws with explanations of the requirements for change.

### UPCOMING INFORMATION SESSION AND THE AGM

While updating by-laws is fully within the scope of the Board's stewardship of the STLHE organization, an Information Session has been planned to keep members informed, as they must ratify any by-law changes. The goal is to ensure that members are aware and fully understand these changes when they come to the AGM and have the opportunity to exercise their voting rights.



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## MEMBER RIGHTS

A non-profit corporation is controlled, ultimately, by its members through the voting rights tied to its membership. By-laws offer the Society's individual members the assurance that they will receive notices of meetings, and can vote on the election and removal of the Directors on the Board, as well as membership composition.

## BOARD ACCOUNTABILITY AND STEWARDSHIP

The Board is accountable to the members and can exercise certain powers on behalf of those members. It is responsible for the management and oversight of the Society. The Board is also responsible for ensuring that the Society is governed in accordance with its by-laws, as well as all applicable corporate, tax, and other regulatory laws.

In academic year 2021-22, further work on other governance matters will be undertaken by the Board in consultation with the membership. At all times, the goal is to ensure that STLHE follows best practices so it can employ the most modern and effective governance practices applicable to a non-profit organization of our size and nature. These current changes are intended to modernize STLHE's governance with a view to better serve its membership and meet government requirements.

Should you have questions you would like to have answered prior to the Information Session scheduled for May 20, please do not hesitate to contact Miriam Carey, Secretary at [secretary@stlhe.ca](mailto:secretary@stlhe.ca).

We look forward to connecting with you at the Information Session on May 20 and at our AGM on June 25.