

Approved AGM 2013

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of the **Canadian Association for Graduate Studies / Association Canadienne pour les études supérieures** (the “Corporation”)

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

ARTICLE I. GENERAL

1.01 Definitions

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

- (a) “Act” means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) “articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) “board” means the board of the Corporation and “director” means a member of the board;
- (d) “by-law” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- (e) “Dean” means the principal officer of graduate studies of an Institutional Member;
- (f) “Geographic Regions” means the four (4) regions comprising Western Canada (Manitoba, Saskatchewan, Alberta and British Columbia), Ontario, Quebec, and Atlantic Canada (New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland);
- (g) “meeting of members” includes an annual meeting of members or a special meeting of members;
- (h) “members” means members of the Corporation;
- (i) “special meeting of members” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- (j) “ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (k) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (l) “special resolution” means, subject to the Act, a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified in Section 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Execution of Documents

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

1.04 Financial Year End

The financial year end of the Corporation shall be December 31 in each calendar year or such other period as determined by the board.

1.05 Banking Arrangements

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

1.06 Language

English and French shall be the official languages of the Corporation. The Board shall have the authority to enact a French version of these by-laws.

1.07 Head Office

The head office of the Corporation shall be in the City of Ottawa, Province of Ontario, or wherever designated in Canada by resolution of the board from time to time.

1.08 Annual Financial Statements altered

The Corporation shall send copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members.

1.09 Auditor

The Corporation shall appoint an auditor at each annual meeting of the members and the remuneration of the auditor shall be fixed by the board.

ARTICLE II. MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

2.01 Membership Conditions

Subject to the articles, there shall be two (2) classes of members in the Corporation:

(a) Institutional Members: Institutional Membership is available to Canadian Universities which have a formal structure and procedures for the administration of graduate degree programs, and which are members in good standing of the Association of Universities and Colleges of Canada (AUCC). Except as provided herein, only a single membership is allowed per university, and this membership rests with the graduate school of the university. Where a University has multiple campuses, each campus that has its own formal structure and procedures for the administration of graduate degree programs may apply for a separate Institutional Membership.

Institutional Members have the right to vote at meetings and special meetings of the members.

(b) Associate Members: Associate Membership is available to those to organizations that provide services related to graduate studies or research and that support the purpose of the Association. Examples of such organizations include graduate student or post doctorate fellow associations, federal research councils, other funding agencies, comparable organizations (e.g. CGS, UK Council for Graduate Education), and non-profit and for-profit organizations which provide services to graduate studies.

Associate Members and their representatives are not eligible to serve on the Board. Associate Members do not have voting privileges at meetings or special meetings of members except as otherwise provided for by the Act.

Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by ordinary resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of and attend at all meetings of the members of the Corporation.

2.02 Notice of Meeting of Members

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

(a) by electronic or other communication facility to each member during a period of 21 to 35 days before the day on which the meeting is to be held; and

(b) by affixing the notice, no later than 30 days before the day on which the meeting is to be held, to a notice board on which information respecting the corporation's activities is regularly posted and that is located in a place frequented by members;

2.03 Alternative Methods of Voting

(1) Pursuant to Section 171 of the Act, the following are alternative methods of voting by members that are authorized by the Corporation:

(a) voting by means of an electronic or other communication facility that :

(i) enables the votes to be gathered in a manner that permits their subsequent verification, and

(ii) permits the tallied votes to be presented to the corporation without it being possible for the corporation to identify how each member voted.

2.04 Special Meeting

The board shall have power to call, at any time, a special meeting of members and determine its place. The board shall call a special meeting of members on written requisition of fifteen (15) voting members which requisition shall specify the nature of the business to be discussed and a draft of any resolution proposed.

2.05 Amendment to By-Law

No amendment, modification or deletion to or revocation of this By-Law shall be effective until approved by the members by Special Resolution.

ARTICLE III. MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.01 Payment of Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, the members in default shall automatically cease to be members of the Corporation.

3.02 Membership Dues

Dues for members shall be set by resolution of the board and shall be effective when set, subject to ratification by the membership at a meeting of the members. The Board may determine membership dues and may determine different membership rates by member attribute.

3.03 Termination of Membership

A membership in the Corporation is terminated when:

- (a) the corporation is dissolved;
- (b) a member fails to maintain any qualifications for membership described in Section 2.01 of these bylaws;
- (c) the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- (d) the member is expelled in accordance with Section 3.04 below or is otherwise terminated in accordance with the articles or by-laws;
- (e) the member's term of membership expires; or
- (f) the Corporation is liquidated or dissolved under the Act.

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

3.04 Discipline of Members

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

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

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

ARTICLE IV. MEETINGS OF MEMBERS

4.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be the members, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members. Notwithstanding that Associate Members may attend meetings, they shall not be entitled to vote except as provided for under the Act.

4.02 Electronic Meeting.

If the directors or members of a corporation call a meeting of members, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the regulations, if any, to the Act, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

4.03 Chair of the Meeting

The chair of any meeting of members shall be the President or, if the President is not present, the Vice-President and failing that, the Chair shall be selected by the members in attendance at the meeting of members.

4.04 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be thirty (30) voting members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

If at any such meeting a quorum is not present within thirty minutes after the time appointed for the meeting, then the meeting shall be adjourned to such date being not less than seven days later. At such adjourned meeting the voting members who are present or represented shall constitute a quorum thereat and may transact the business for which the meeting was originally called.

4.05 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

4.06 Location of AGM

The annual general meeting of the members shall be held in such place and time as determined by the board, subject to the Act, and shall be rotated among the four Geographic Regions.

ARTICLE V. DIRECTORS

5.01 Election and Term

The members will elect the directors at each annual meeting at which an election of directors is required, eight (8) directors or, if the past President is unavailable to be appointed by the directors or is a nominee to the board, nine (9) directors. Pursuant to the powers granted to them by the Articles to appoint additional directors, the directors may appoint the past President of the Corporation as director. The term of office for all elected Directors shall be for two years. Directors are eligible for re-election.

5.02 Qualification of Directors

In addition to the requirements of the Act, a director must be:

- (a) a Dean; or
- (b) a senior administrator of an Institutional Member, without academic appointment; or
- (c) the most recent past President of the Corporation.

5.03 Additional Qualification for Directors

There shall be at least (1) director elected from each of the four (4) Geographic Regions.

ARTICLE VI. MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the board may be called by the President, the Vice-President, the Past President or any three (3) directors at any time.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 8.01 of this by-law to every director of the Corporation not less than fourteen (14) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.03 Number and Quorum

Until changed by by-law, the number of Directors of the Corporation and the quorum thereof for the transaction of business at any meeting of the Board shall be the number determined by resolution of the members and otherwise five (5) Directors. Notwithstanding vacancies, the remaining Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office provided that:

- (a) if there is a failure of quorum at a meeting those directors present at such meeting shall have the right to adjourn the meeting for at least 48 hours and, provided notice of such adjourned meeting is given to the Directors not present, to reconvene the meeting at the time and date set out in the adjournment; and
- (b) at such reconvened meeting, the Directors present, provided that the number is not less than the minimum number prescribed by the articles, shall constitute a quorum.

6.04 Chair

The chair of any meeting of the Board shall be the first mentioned of such of the following officers as have been appointed and who is a director and is present at the meeting: President or Vice-President or Past President. If all such officers are absent or unable or refuse or fail to act, the directors present may choose a chair from among their number. The chair at any meeting may vote as a director.

6.05 Regular Meetings

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.06 Votes to Govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall have a second or casting vote.

6.07 Committees

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

6.08 No Remuneration

Members of the board, officers and members of committees, with the exception of appointed employee officers and staff, shall not receive any stated remuneration for their services, other than necessary traveling expenses while wholly engaged on duties for the benefit of the Corporation. - 11 -

ARTICLE VII. OFFICERS

7.01 Description of Offices

Unless otherwise specified by the board which may, subject to the Act modify, restrict or supplement such duties and powers or create new offices, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a) President - The President shall be a director and shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the board, have general supervision of the affairs of the Corporation. The President, when present, shall preside at all meetings of the board and of the members. The chair shall have such other duties and powers as the board may specify.
- b) Vice-President - The Vice-President shall be a director. If the President is absent or is unable or refuses to act, the Vice-President, if any, shall, when present, preside at all meetings of the board and of the members. The Vice-President shall have such other duties and powers as the board may specify.
- c) Past President – If appointed, the Past-President may only be appointed if he or she was a past President of the Corporation. If the President and Vice-President is absent or is unable or refuses to act, the Past-President, if any and if appointed a director, shall, when present, preside at all meetings of the board and of the members. The Past-President shall have such other duties and powers as the board may specify.
- d) Secretary-Treasurer –The Secretary-Treasurer, if appointed, shall be a director and shall attend and be the secretary of all meetings of the board and members. The Secretary-Treasurer shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary-Treasurer shall give, or cause to be given, as and when instructed, notices to members, directors and the public accountant; the Secretary-Treasurer shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation; the Secretary-Treasurer shall present an annual financial statement audited by the auditor of the Corporation at each annual general meeting of the members.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or President requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

7.02 Vacancy in Office

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

- (a) the first meeting of the board following an annual general meeting at which directors were elected;

(b) the officer's successor being appointed
(c) the officer's resignation,
(d) such officer ceasing to be a director (if a necessary qualification of appointment) or such officer's death. If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

7.03 Indemnity.

Subject to the Act, the Corporation shall indemnify and save harmless each present or former director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a director or an officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity provided that the Corporation may not indemnify an individual herein unless the individual:

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

ARTICLE VIII. NOTICES

8.01 Method of Giving Notices

Notice of the time and place for the holding of a meeting of the Board of Directors shall be given to every Director of the Corporation by telephonic, electronic or other communication facility at such person's recorded address for that purpose. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

8.02 Invalidity of any provisions of this by-law

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

8.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

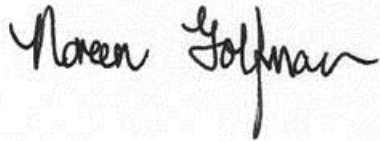
ARTICLE IX. EFFECTIVE DATE

9.01 Effective Date

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

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 12th day of June, 2013 and confirmed by the members of the Corporation by special resolution on the 5th day of November, 2013.

Dated as of the 5th day of November, 2013.

A handwritten signature in black ink that reads "Noreen Golfman". The signature is written in a cursive style with a large, looped initial 'N'.

[Noreen Golfman, CAGS President] - 14 -