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**CANADIAN ASSOCIATION OF FINE ARTS DEANS
ASSOCIATION DES DOYENS EN BEAUX-ARTS DU CANADA**

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

**Canadian Association of Fine Arts Deans
(The "Association")**

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

1. Definition

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

"**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;

"**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;

"**Board**" means the board of directors of the Association and "director" means a member of the board;

"**By-law**" means this by-law and any other by-law of the Association as amended and which are, from time to time, in force and effect;

"**Directors**" means individuals elected as directors of the Association

"**Meeting of Members**" includes an annual meeting of members, a general meeting of members, or a special meeting of members; "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;

"**Ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**Proposal**" means a proposal submitted by a member of the Association that meets the requirements of section 163 of the Act;

"Regulations" means the regulations made under the Act), as amended, restated or in effect from time to time; and

"Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. 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 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. Corporate Seal

The Association may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the Treasurer of the Association shall be the custodian of the corporate seal.

4. Execution of Documents

Any document requiring execution by the Association may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct how and by whom a particular document or type of document must be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

5. Financial Year

The financial year end of the Association is December 31st.

6. Banking Arrangements

The banking business of the Association must be transacted at a financial institution carrying on banking business in Canada or elsewhere as the members may authorize by ordinary resolution. The banking business or any part of it must be transacted by an officer or officers of the Association and/or other persons as the members may by ordinary resolution from time to time designate, direct or authorize.

7. Borrowing Powers

If authorized by a by-law which is duly adopted by the directors and confirmed by special resolution of the members, the directors of the Association may from time to time:

- i. Borrow money on the credit of the Association;
- ii. Issue, reissue, sell, pledge or hypothecate debt obligations of the Association; and
- iii. Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any debt obligation of the Association.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the Association to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the Association on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Association.

8. Annual Financial Statements

The Corporation's financial statements must be made available to Members through electronic and/or print means.

9. Financial Statements Review

Each year at the annual meeting of the Corporation, the Members must decide, by ordinary resolution, to appoint a Financial Review Committee comprised of two or more individuals approved by the Members. The Financial Review Committee must report to the Members at the following year's annual general meeting.

10. Membership

- a) There are two classes of membership in the Association: Full Membership and Affiliate Membership.
- b) Canadian Organizations that support the mission of the Association and that are recognized as offering postsecondary fine arts programs using established standards and processes may apply for Full Membership.
- c) Full Members have exclusive responsibility for the governance of the Association. Each Full Member is allowed one voting representative at meetings of the Association. Full Members are entitled to make a proposal to amend, repeal or enact by-laws at any Annual Meeting of the Association.

- d) Affiliate Members are those who do not meet the criteria of Full Membership, but have an interest in the fine arts and support the mandate of the Association or who represent a non-Canadian based institution. Affiliate Members may attend CAFAD meetings at reduced registration rates but do not have the right to vote on any issue.
- e) Affiliate Members must not exceed fifty percent (50%) of the total number of Full Members.
- f) Pursuant to subsection 197(1) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions

11. Membership Transferability

Membership is a right granted to a member institution and may not be transferred. Pursuant to Section 197(1) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

12. Termination of Membership

A membership in the Association is terminated when:

- (i) The member provides written notice of its withdrawal to the board;
- (ii) membership is revoked in accordance with section 14 of these by-laws;
- (iii) the member's term of membership expires; or
- (iv) the Association is liquidated and dissolved under the Act.

13. Effect of Termination of Membership

Upon any termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.

14. Discipline of Members

- (a) The board has authority to revoke the membership of a member for any one or more of the following grounds:
 - i. Violating any provision of the articles, by-laws, or written policies of the Association;
 - ii. carrying out any conduct which may be detrimental to the Association as determined by the board in its sole discretion;

- iii. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.
- (b) In the event that the board determines that there is valid reason that the membership of a member should be revoked, the Chair, or such other officer as may be designated by the board, must:
- i. Provide twenty (20) days' notice of revocation to the member and
 - ii. must provide reasons for the proposed revocation to all members of the Association.
 - iii. The member may make written submissions to the Chair, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period.
 - iv. In the event that no written submissions are received by the Chair, the Chair, or such other officer as may be designated by the board, may proceed to notify the member that the membership is revoked.
 - v. If written submissions are received in accordance with this section, the board must consider such submissions in arriving at a final decision and must notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.
 - vi. The board's decision shall be final and binding on the member, without any further right of appeal.

15. Notice of Members' Meeting

Notice of the time and place of a meeting of members must be given to each member by telephonic, electronic or other communication facility, during a period of not less than thirty (30) days before the day on which the meeting is to be held.

Pursuant to subsection 197(1)) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Association to change the manner of giving notice to members.

16. Calling a Members' Meeting

On written requisition of members carrying not less than 5% of the voting rights, the board of directors must call a special meeting of members in accordance with Section 167 of the Act. If the directors do not call a meeting within thirty-one (31) days of receiving the requisition, any member who signed the requisition may call the meeting.

17. Membership Dues

(a) The annual dues and any other fees and assessments for specific purposes payable by Members are those fixed from time to time by a two-thirds (2/3) majority vote of the Full Members present at a general meeting.

(b) Members must be notified in writing of the membership dues at any time payable by them and, if any are not paid within 90 days of the membership renewal date the members in default automatically cease to be members of the Association.

18. Place of Members' Meeting

Subject to compliance with section 159 of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

19. Persons Entitled to be Present and vote at Members' Meetings

Representatives of Full and Affiliate member institutions, or their delegates may be present at members' meetings. Observers invited by either a full or affiliate member may also be present.

Each Full Member has one vote. Each voting member must identify themselves to the secretary at the beginning of the meeting. Only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting. Members and observers they invite attend the meetings at their own expense.

20. Chair of Members' Meetings

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting must choose one of their number to chair the meeting.

21. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) is 33% of Full Members, attending in person or by proxy, as verified by the Chair. If the Chair is not in attendance at the meeting, the Vice-Chair will verify if there is quorum. 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.

22. Votes to Govern at Members' Meetings

At any meeting of members every question will, 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 has a second or casting vote.

23. Participation by Electronic Means at Members' Meetings

If the Association chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.

24. Members' Meeting Held Entirely by Electronic Means

Meetings of members may be held entirely by telephonic, an electronic or other communication facility so long as all participants can communicate adequately with each other.

25. Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, nominations for the election of directors must be supported by two members entitled to vote at the meeting at which the nominations are to be presented.

26. Number of Directors

The board consists of normally seven (7) members. The board reserves the right from time to time to review the number of directors with changes to be ratified at the Annual Members Meeting. .

27. Election and Term of Office of Directors

The directors are elected to hold office normally for a term of three years, with a maximum of two consecutive terms on the board.

The members must elect the directors at the annual meeting of members.

28. Description of Offices

: The senior officers of the association (Chair, Vice-Chair, and Treasurer) will be appointed by the board of directors from the members of the board. Appointments will be made at the first board meeting following the annual members meeting, and then announced to the membership. Senior officers will normally serve a term of three years.

Chair:

- Is the senior Officer of the Association
- Presides over all meetings of the Association. Exercises general control and supervision over the business and affairs of the Association and is the official representative of the Association.
- Performs such other duties and exercises such other powers as the Association may from time to time direct.
- Should the Chair not be available to perform his/her duties, the Vice-Chair will carry the duties. Otherwise the other directors will elect a Chair from amongst the directors present at a scheduled meeting.

Past-Chair:

- At the end of a Chair's term, normally, the former Chair will be an ex-officio for a one year term for continuity purposes.

Vice-Chair

- Replaces the Chair, if the Chair is unable to attend a meeting.
 - Assists the Chair with any aspect of the Chair's position above, as delegated by the Chair.
 - if necessary, the Vice-Chair assumes the duties of the Chair.

Treasurer:

- Develops and recommends an annual budget to the board.
- Oversees the management of the Associations' finances
- Keeps financial records, including books of account, and renders financial statements to CAFAD and others when required. The

Treasurer may delegate bookkeeping duties to employees of the Association.

- Recommends investment strategies to the board and manages funds in accordance with those strategies and policies.

29. Vacancy in Office

Any vacancy on the board of directors may be filled by the board of directors by appointment. The person so appointed will hold office until the election at the next annual general meeting.

30. Appointment of Additional Directors

The board may appoint additional directors to hold office until the close of the next annual meeting of members, but the total number of directors may not exceed the one third (1/3) of the number of directors elected at the previous annual meeting of members.

31. Calling of Meetings of Board of Directors

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

32. Notice of Meeting of Board of Directors

Notice of meetings shall be as follows:

- Adequate notice of meetings must be given. Notice of a meeting is not 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 a cancelled meeting is not required if the time and place of the cancelled meeting is announced at the original meeting.
- Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors must specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

33. Regular Meetings of the Board of Directors

To be a duly constituted meeting of the board, at least 50% of the board of directors must be present. 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 must be sent to each director forthwith after being passed. No other notice is required for any such regular meeting except if subsection 136(3) of the Act requires the purpose or the business to be transacted to be specified in the notice.

34. Votes to Govern at Meetings of the Board of Directors

At all meetings of the Board, every question must be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair of the meeting in addition to an original vote has a second or casting vote. All members of the board have voting rights, with the exception of the past-chair.

35. Committees of the Board of Directors

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 of Directors.

36. Invalidity of any Provisions of this By-law

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

37. 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 Association has provided notice in accordance with the by-laws or any error in any notice not affecting its substance does not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

38. Mediation and Arbitration

Disputes among members, directors, officers, committee members, or volunteers of the Association are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

39. Dispute Resolution Mechanism

In the event that a dispute among members, directors or employees, officers, committee members or volunteers of the Association arising out of any aspect of the operations of the Association is not resolved in private meetings between

the parties such dispute shall be settled by a process of dispute resolution as follows:

- The dispute or controversy must 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 Association) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators must then meet with the parties in question in an attempt to mediate a resolution between the parties.
- The number of mediators may be reduced from three to one or two upon agreement of the parties.
- 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 must not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Association is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration must be kept confidential and there must be no disclosure of any kind. The decision of the arbitrator is final and binding and is not subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section must be borne equally by the parties to the dispute. All costs of the arbitrators appointed in accordance with this section must be borne by such parties as may be determined by the arbitrators.

40. By-laws and Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Association. Any such by-law, amendment or repeal is 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. 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 section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) of the Act because such by-law amendments or repeals are only effective when confirmed by members.