



BY-LAWS

ASSOCIATION OF ACCREDITING AGENCIES OF CANADA ASSOCIATION DES AGENCES D' AGRÉMENT DU CANADA

hereby enacts as follows

BY-LAW NO.1

Be it enacted and it is hereby enacted as a By-law of the Association of Accrediting Agencies of Canada (hereinafter called the "AAAC" or the "Association") as follows:

ARTICLE 1 – NAME

The AAAC shall be called, in English: **ASSOCIATION OF ACCREDITING AGENCIES OF CANADA** and, in French: **ASSOCIATION DES AGENCES D' AGRÉMENT DU CANADA**

ARTICLE 2 - HEAD OFFICE

The head office of the Association shall be in such place as may from time to time be determined and approved by resolution of the Members.

ARTICLE 3 – SEAL

The seal of the Association shall be such as may from time to time be adopted by resolution of the Members, and shall be entrusted to an authorized agent for its use and safe keeping.

ARTICLE 4 - MISSION/OBJECTIVES

4.1 The Mission of the AAAC is:

4.1.1 "To foster the highest quality of professional education, the Association of Accrediting Agencies of Canada pursues excellence in standards and processes of accreditation."

4.2 The Objectives of the AAAC are:

- 4.2.1 To provide a forum for networking and information exchange;
- 4.2.2 To represent the interests of professional education accrediting agencies to governments, professional bodies, educational institutions, the public and the private sector;
- 4.2.3 To develop benchmarks for accreditation standards and processes;
- 4.2.4 To promote the expertise of Canadian professional education accrediting agencies within Canada and abroad;
- 4.2.5 To monitor and investigate matters of common interest related to accreditation and mobility of professionals internationally;

ARTICLE 5 – MEMBERSHIP

5.1 Classes of Membership

- 5.1.1 There are two classes of membership in the Association: Full and Associate.
 - 5.1.1.1 Canadian Organizations that support the mission of the Association and that are recognized as an official body for the accreditation of post-secondary professional programs using established standards and processes may apply for **Full Membership**.
 - 5.1.1.2 Organizations that do not meet the criteria for Full Membership but which have an interest in the accreditation of post-secondary professional programs or educational institutions, and whose objectives and programs effectively support those of the Association, may apply for **Associate Membership**. Associate Members shall not exceed fifty percent (50%) of the total number of Full Members.

5.2 Rights and Privileges

- 5.2.1 Full Members shall have exclusive responsibility for the governance of the Association. Each Full Member shall be 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 General Meeting of the Association.
- 5.2.2 Associate Members may fully participate in meetings and task groups established by the Association. Associate Members have the same rights and privileges as Full Members except for the right to hold office and the right to vote on issues which must be resolved at an Annual General Meeting including those matters set out in Article 7.1.3.
- 5.2.3 Members shall attend all meetings at their own or at their organization's expense.

5.3 Admission

5.3.1 Membership within the Association is voluntary.

5.3.2 Membership in the Association must be approved by a two-thirds (2/3) majority vote of the combined total of the Full and Associate Members present at a General Meeting of the Members.

5.3.3 Applicants for membership may be accepted as Provisional Members by the Executive Committee based on information submitted with the application. Each such Member shall subsequently introduce their organization to the Members present at a General Meeting who shall then determine membership status by a recorded Motion.

Should an applicant be denied membership, any advance fee paid shall be refunded in full.

5.4 Termination of Membership

5.4.1 Withdrawal of Membership

5.4.1.1 A Member may resign from membership in the Association by notice in writing sent to the Chair at any time but not less than thirty (30) calendar days in advance of the next General Meeting. Such resignation shall be effective immediately prior to said meeting.

5.4.1.2 Upon withdrawal, the departing Member shall forfeit the equity, if any, it has in the assets of the Association and shall cease to have any rights or privileges in the Association. The ex-member shall continue to be liable for any outstanding assessments incurred or assigned prior to the date of notification of withdrawal, including the full annual assessment for the year in which the termination takes effect.

5.4.1.3 The Executive Committee shall contact all unpaid Members by email and by telephone within three months after the beginning of the fiscal year. Those who remain delinquent after six (6) months shall be considered to have withdrawn as a Member and membership in the AAAC shall be terminated. In such case, the ex-member shall forfeit the equity, if any, it has in the assets of the Association and shall cease to have any rights or privileges in the Association. The ex-member shall continue to be liable for any outstanding assessments incurred or assigned prior to the date on which termination takes place.

5.4.2 Expulsion of Members:

5.4.2.1 A Member may be expelled for just cause by resolution of a General Meeting of the Association. Expulsion shall be effective immediately, or as may otherwise be determined by the Members. Such resolution shall be carried by two-thirds (2/3)

majority vote of the combined total of the Full and Associate Members present at the meeting.

- 5.4.2.2 Notice of intent to introduce a motion to expel a Member must be filed by another Member to the Chair at least thirty-five (35) calendar days prior to the meeting of the Association at which the matter is to be considered. The notice must state the grounds for recommended expulsion.
- 5.4.2.3 The Chair, upon receipt of such notice, shall send the notice and any relevant documentation to all Members no later than twenty-one (21) calendar days prior to the meeting of the Association at which the matter is to be considered.
- 5.4.2.4 Where a Member is expelled from the Association, the expelled Member shall forfeit the equity, if any, it has in the assets of the Association and shall cease to have any rights or privileges in the Association. The ex-member shall continue to be liable for any outstanding assessments incurred or prior to the effective date of the expulsion.

5.5 Reinstatement

- 5.5.1 Any Member who has voluntarily withdrawn from the Association, or whose membership has been terminated, may be reinstated in the same year by resolution at a General Meeting of the Members. Reinstatement must be approved by a simple majority of the combined total of the Full and Associate Members present at that meeting. A reinstated Member shall be required to pay the full dues for the current year.
- 5.5.2 Members who withdraw, or who have their memberships terminated, shall be considered to be new applicants if reinstatement is requested in a year other than the year of withdrawal or termination and shall be subject to the requirements for new applicants set out in Section 5.3.

5.6 Membership Dues

- 5.6.1 A fee for membership in the Association shall be determined annually by a two-thirds (2/3) majority vote of the Members present at a General Meeting of the Association.
- 5.6.2 Other fees and assessments for specific purposes may be levied on the membership by a two-thirds (2/3) majority vote of the Members present at any General Meeting of the Association.
- 5.6.3 Fees and assessments are due and payable to the Association within 30 days of receipt of an invoice.

ARTICLE 6 – OBSERVERS

- 6.1 Observers are individuals and/or representatives of organizations invited by, or who have requested and gained approval from, the AAAC Chair to attend deliberations of the Association.
- 6.2 By invitation of the Chair, observers may address the meeting, ask and answer questions and take part in discussions, but shall not be entitled to vote.
- 6.3 Observers must observe all confidentiality and conflict of interest policies and procedures of the Association.
- 6.4 The Chair may request observers to leave the deliberations for a portion of the meeting, for example, where conflict of interest may be deemed possible.
- 6.5 Members have the right to request that observers be excluded from a meeting or a portion of a meeting. Whether the Member's request is acted on depends on the ruling of the Chair or a simple majority vote of the Members.
- 6.6 Observers attend meetings to which they have been invited at their own or at their organization's expense.

ARTICLE 7 - MEETINGS OF MEMBERS

7.1 Annual General Meeting

- 7.1.1 The Association shall hold an Annual General Meeting of its Members not later than the first (1st) day of December each year unless otherwise determined by the Association.
- 7.1.2 Except as otherwise decided by the membership, an Annual General Meeting shall be held in Canada at a place and on such date as determined by the Association. Notwithstanding, the Membership may resolve that a particular Annual General Meeting shall be held outside Canada.
- 7.1.3 Annual General Meetings shall deal with the following, as applicable:
 - a) Election of Officers
 - b) Amendments to the By-laws
 - c) Approval of the budget
 - d) Approval of actions taken by the Executive Committee
 - e) Appointment of auditors/financial reviewers
 - f) Approval of the auditor's/financial reviewers' report
 - g) Policy recommendations

7.2 Regular Meetings

7.2.1 The Association shall hold at least two (2) General Meetings of Members in each fiscal year, and as many additional meetings in a year as are deemed necessary, for the purpose of transacting the business of the Association. One of these General Meetings may be held immediately following, and in conjunction with, the Annual General Meeting.

7.3 Special General Meetings

7.3.1 Special General Meetings of Members may be called by:

- a) the Chair; or
- b) a duly-authorized agent at the direction of a General Meeting; or
- c) a written petition of two-thirds (2/3) of the total membership.

7.4 Notice of Meetings

7.4.1 A printed, written or typewritten notice, or an electronic mail notice, stating the day, hour and place of meeting and the general nature of the business to be transacted shall be served to each Member not less than thirty (30) days prior to the date of every meeting, and shall be directed to the address of each Member as it appears on the books of the Association.

7.4.2 Notice of any meeting, or any irregularity in any meeting, or any notice thereof, may be waived by any Member of the Association.

7.5 Omission of Notice

7.5.1 Accidental omission to give notice of any meeting, or the non-receipt of any notice by any Member or Members, shall not invalidate any resolution passed or any proceedings taken at any General Meeting of Members.

7.6 Contents of Notice

7.6.1 Notice of any General Meeting of Members shall contain sufficient information concerning business to be transacted to permit the Member to form a reasoned judgment on actions to be taken.

7.7 Voting

7.7.1 Every question submitted to any General Meeting of Members shall be decided by a majority of votes unless these By-laws otherwise provide. In case of an equality of votes, the Chair shall cast the deciding vote. Each Member shall be entitled, as provided in these By-laws, to one vote if present at a meeting in person or represented by proxy.

7.8 Quorum

7.8.1 A quorum for the transaction of business at any General Meeting of Members shall consist of not less than one-fifth (1/5) of the total number of Members represented by their appointed delegates.

7.9 Proxies

7.9.1 At any General Meeting of Members, a proxy duly and sufficiently appointed by a Member shall be entitled, subject to any restrictions expressed in the instrument appointing such proxy, to exercise the same voting rights that the Member appointing him or her would be entitled to exercise if present at the meeting. A form of proxy or a reminder of the right to use a proxy shall be attached to the notice of meeting going to all Members.

ARTICLE 8 – EXECUTIVE

8.1 General

8.1.1 The affairs of the Association shall be controlled and managed by a board of directors known as the “Executive Committee”, and herein referred to as the “Executive”.

8.2 Membership

8.2.1 The Executive shall consist of a Chair, Vice-Chair, Treasurer, the immediate Past-Chair and such other persons as the Association may from time to time determine. These shall herein be referred to as the “Directors” of the Association. There shall be a minimum of three (3) and a maximum of five (5) Directors.

8.3 Election

8.3.1 Directors shall be elected by simple majority (50% + 1) of the voting Members present at an Annual General Meeting of the Association.

8.4 Terms of Office

8.4.1 The terms of office for the Chair, Vice-Chair and other Directors, except the Treasurer, shall be one year and shall commence upon election each year.

8.4.2 The term of office of the Treasurer shall be two years.

8.4.3 No Director, except the Treasurer, may serve for more than two consecutive terms.

8.4.4 Notwithstanding the above, any Director may be nominated to fill another position on the Executive at the end of his/her allowed term in a prior position.

8.5 Duties and Powers

8.5.1 The **Chair** is the senior Officer of the Association and shall:

8.5.1.1 preside over all meetings of the Association, unless the Association otherwise decides.

8.5.1.2 exercise general control and supervision over the business and affairs of the Association and shall be the official representative of the Association

8.5.1.3 perform such other duties and exercise such other powers as the Association may from time to time direct.

8.5.2 The **Vice-Chair** shall assist the Chair in carrying on the administration of the Association and shall perform the duties of the Chair in his or her absence, disability or refusal to act as Chair of the Association.

8.5.3 The Vice-Chair shall normally be nominated automatically to fill the position of Chair at the end of the Chair's term of office.

8.5.4 The **Treasurer** shall:

8.5.4.1 keep financial records, including books of account, and render financial statements to the AAAC and others when required. The Treasurer may delegate bookkeeping duties to employees of the Association.

8.5.4.2 be, unless otherwise determined by the Association, the custodian of the Seal of the Association, which shall be delivered only when authorized by a resolution of the Executive to do so and only to such person or persons as may be named in the resolution.

8.5.4.3 be responsible for recommending investment strategies to the Executive and for managing funds in accordance with those strategies and policies.

8.6 Vacancies

8.6.1 The Association membership, at any time, may elect a Member to fill any Director vacancy for the remaining term of the Director being replaced.

8.7 Removal

8.7.1 The membership may, by resolution passed by at least two-thirds (2/3) of the votes cast at a General Meeting of Members for which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of that Directors term of office.

8.8 Remuneration

8.8.1 No Director shall be remunerated for being or acting as a member of the Executive. All Directors may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Association in accordance with Association policy.

8.9 Meetings

8.9.1 Meetings of the Executive may be held at any time and at such place as is determined by the Chair. Notice of such meetings shall be delivered, telephoned, e-mailed or faxed to each Director at least seven (7) days before the meeting is to take place. Any error or omission in giving notice of any Executive meeting will not invalidate such meeting or make void any proceedings taken thereat or pursuant to and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

8.9.2 There shall be at least two (2) meetings of the Executive each year. A meeting of the Executive shall normally be held within thirty (30) days prior to the scheduled dates of General and Annual General Meetings.

8.9.3 Every question submitted to any meeting of the Executive shall be decided by a majority of votes unless the law or these By-laws otherwise provide. In case of an equality of votes, the Chair shall cast the deciding vote. Each Director shall be entitled to one vote if present at a meeting in person or represented by proxy.

8.9.4 A majority of Directors in office, from time to time, but no less than three Directors, shall constitute a quorum.

8.9.5 Meetings by other electronic means for members of the Association, Executive or Committees may be held providing that:

- a. The Association, Executive or Committees have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with the procedures for establishing a quorum and the recording of votes;
- b. Each Association, Executive or Committee member has equal access to the specific means of communication to be used;
- c. Each Association, Executive or Committee member has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting

ARTICLE 9 – OFFICERS

9.1 Officers

9.1.1 The Officers of the Association shall consist of the Executive Committee and such other Officers as the Executive or the Association may from time to time determine. The same person may hold more than one office, except for the offices of Chair and Vice-Chair.

9.2 Elections and Appointments

9.2.1 The Officers of the Executive shall assume their positions immediately following their election at an Annual General Meeting of the Association.

9.2.2 Officers not on the Executive shall assume their positions immediately following their election or appointment at an Annual or General Meeting the Association.

9.2.3 The Association may appoint an Executive Director and/or a Registrar, or any other position as may be deemed appropriate. Employees and/or firms may fill the positions. Notwithstanding, neither the Chair nor the Vice-Chair may be so appointed.

9.3 Terms of Office

9.3.1 The terms of office for all Officers of the Executive of the Association shall be as set out in Section 8 of these By-laws.

9.3.2 The terms of office of all Officers who are not on the Executive shall be one year and shall commence upon appointment at a General Meeting of the Association. .

9.3.3 Terms of office for Officers not on the Executive are renewable.

9.4 Duties and Powers

9.4.1 The duties of all Officers of the Association shall be such as the terms of their engagement call for or as the Executive may require of them.

9.4.2 Officers of the Executive shall exercise such powers as are contained in these By-laws or are duly authorized by the Members of the Association..

9.5 Removal

9.5.1 The AAAC membership may, by resolution passed by at least two-thirds (2/3) of the votes cast at a General Meeting for which notice specifying the intention to pass such resolution has been given, remove any Officer before the expiration of his/her term of office.

9.6 Remuneration

9.6.1 No Officer shall receive remuneration. All members may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Association, in accordance with the then current policy.

ARTICLE 10 – COMMITTEES

10.1 The Association may delegate any, but not all, its powers to committees consisting of persons appointed by the Members of the Association.

10.2 A committee so formed, in the exercise of powers so delegated, shall conform to any rules that may, from time to time, be imposed on it by the Association and shall report everything done in the exercise of those powers to the Association.

10.3 In the absence of rules of, or direction from the Association, a committee shall determine its own procedures.

ARTICLE 11 - FISCAL YEAR

The fiscal year of the Association shall extend from January 1 to December 31, inclusive.

ARTICLE 12 - SIGNATURE AND CERTIFICATION OF DOCUMENTS

Contracts, documents, or any instruments in writing requiring the signature of the Association, shall be signed by the Treasurer and one other Officer. Notwithstanding, the Executive shall have power to appoint an agent, or agents, to sign contracts, documents and instruments in writing generally or to sign specific contracts and instruments in writing on behalf of the Association.

ARTICLE 13 – DISSOLUTION

If the Association is dissolved, no part of its funds or property shall be distributed to, or among, its Members but, after payment of all indebtedness of the organization, surplus funds and property shall be used in such manner as the Executive of the Association may determine.

Dissolution of the Association may be brought about by:

- a) a two-thirds (2/3) majority vote of the Full Members
- b) a two-thirds (2/3) majority vote of the Full Members at the next Annual General Meeting held not less than ninety (90) days following notice to the Membership informing them of the proposal to dissolve the Association, or
- c) a two-thirds (2/3) majority vote of the Full Members conducted by mail following a period of ninety (90) days after the mailing of a notice to the Membership informing them of the proposal to dissolve the Association. Ballots received by the Executive

Committee, or a duly-authorized agent, later than fourteen (14) days after the termination of the ninety (90) days' notice period shall not be counted.

ARTICLE 14 - INDEMNITIES TO OFFICERS AND OTHERS

Every Officer of the Association, every former officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association, and their heirs and legal representatives shall be indemnified and saved harmless by the Association from and against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which they have been made a party by reason of being or having been an Officer of the Association, if,

- a) they acted honestly and in good faith with a view to the best interest of the Association; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

ARTICLE 15 – AUDITOR

The Members shall, at a General Meeting, appoint an auditor to conduct a financial review of the accounts of the corporation and to report to the Members at the next Annual General Meeting. The review may be conducted by a Financial Review Committee comprising of no less than two individuals approved by the members. The remuneration of reviewers, if any, shall be as set by the Executive.

ARTICLE 16 – AMENDMENTS

- 16.1 Amendment of any By-law of the Association shall require approval of 2/3^{rds} of the Membership, present or not, at an Annual or Special Meeting of the Association.
- 16.2 Full and Associate Members may submit suggestions for By-law amendments to the Chair for presentation to and consideration by, the membership of the Association.
- 16.3 Approval of the Minister, Industry Canada shall be required prior to any amendments to these By-Laws coming into force or acted upon.

ARTICLE 17 - RULES OF ORDER

The Rules of Order shall be Robert's Rules of Order or Buschene's Rules of Order as may be designated by the Association from time to time and these shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the By-laws or the special Rules of Order of the Association.