

BY-LAW NUMBER 1

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

CANADIAN ASSOCIATION FOR THE PREVENTION OF DISCRIMINATION AND HARASSMENT IN HIGHER EDUCATION (CAPDHHE) / ASSOCIATION CANADIENNE POUR LA PRÉVENTION DE LA DISCRIMINATION ET DU HARCÈLEMENT EN MILIEU D'ENSEIGNEMENT SUPÉRIEUR (ACPDHMES)
(the **Corporation**)

INTERPRETATION

1. In this By-law and all other by-laws of the Corporation, unless the context otherwise specifies or requires:
 - (a) **Act** means the *Canada Corporations Act*, R.S.C. 1970, chapter C-32, and regulations made under the Act, as the same may be amended or substituted from time to time;
 - (b) **Annual Conference** means in any year the current conference that is organized and held annually by the Corporation to deal with matters related to the prevention of discrimination and harassment in higher education;
 - (c) **Annual Conference Chair** means the individual who at any time is the chairperson of the committee that is organizing the Annual Conference;
 - (d) **Annual Conference Registration Deadline** means the deadline that is established from time to time by the Board for registering and paying the appropriate registration fee for the Annual Conference;
 - (e) **Archivist** means the person who is from time to time and at any time appointed to, and occupies, the position of archivist of CAPDHHE;
 - (f) **Board** means the board of Directors of CAPDHHE;
 - (g) **CAPDHHE** means the Corporation;
 - (h) **Delegates** has the meaning ascribed to it in paragraph 18, below;
 - (i) **Director** means a member of the Board who is elected by the Members in accordance with provisions of this By-law or as otherwise permitted by law, and, subject to the provisions of this By-law, includes the applicants for incorporation and **Directors** means more than one Director;
 - (j) **Ex officio director** has the meaning ascribed to it in sub-paragraph 31(a), below;
 - (k) **Member** includes a Practitioner Member, an Organizational Member and a Student Member and **Members** means more than one Member;

- (l) **Past Annual Conference Chair** means the person who was, during the period of time that the immediately preceding Annual Conference was held, the chairperson of the committee that organized such Annual Conference; and
- (m) **Past President** means the position held from time to time and at any time by the person who immediately preceded the person currently occupying the office of president of the Corporation, but shall not include any person who is removed for cause by the Board from the office of president.

MEMBERSHIP

2. Membership in CAPDHHE shall consist of the following three classes:

- (a) Those individuals (referred to as the **Practitioner Members**):
 - (i) who are directly employed at institutions of higher education in Canada in the field of anti-discrimination and anti-harassment;
 - (ii) who endorse and agree to support the objectives and mission of CAPDHHE; and
 - (iii) whose application for membership in CAPDHHE has been approved in accordance with paragraph 6 of this By-law;
- (b) Those corporations or organizations (referred to as the **Organizational Members**):
 - (i) that are institutions of higher education in Canada;
 - (ii) endorse and agree to support the objectives and mission of CAPDHHE; and
 - (iii) whose application for membership in CAPDHHE has been approved in accordance with paragraph 6 of this By-law; and
- (c) Those individuals (referred to as the **Student Members**):
 - (i) who are enrolled as students, either full-time or part-time, and either undergraduate, graduate or professional, at institutions of higher education in Canada;
 - (ii) who endorse and agree to support the objectives and mission of CAPDHHE; and
 - (iii) whose application for membership in CAPDHHE has been approved in accordance with paragraph 6 of this By-law.

3. Subject to the provisions of this By-law, each Practitioner Member:
 - (a) is entitled to notice of and to attend all meetings of the Members;
 - (b) is entitled to notice of and to attend the Annual Conference; and
 - (c) may vote on all matters before the membership at Members' meetings or by written resolution as may be provided for from time to time under this By-law or at law.
4. Subject to the provisions of this By-law, each Organizational Member:
 - (a) is entitled to notice of and to attend all meetings of the Members;
 - (b) is entitled to notice of and to attend the Annual Conference; and
 - (c) may vote on all matters before the membership at Members' meetings or by written resolution as may be provided for from time to time under this By-law or at law.
5. Subject to the provisions of this By-law, each Student Member:
 - (a) is entitled to notice of and attend all meetings of the Members;
 - (b) may participate in discussions at the meetings of the Members; and
 - (c) is entitled to notice of and to attend the Annual Conference.

Student Members have no other rights, including any voting rights.

6. Members shall be admitted into membership with the approval of the Board or of a committee of the Board established by a resolution of the Board for the purpose of admitting Members. Every application for membership in CAPDHHE shall be on a form authorized by the Board from time to time and shall be accompanied by the appropriate membership fee. Every applicant whose application for membership has been accepted becomes a Member of the Corporation on the date his/her membership is approved.
7. A Member's membership shall expire unless on or before the Annual Conference Registration Deadline the Member submits the applicable registration form and pays the appropriate registration fee then in effect for the Annual Conference. For greater certainty, from time to time and at any time a Member's membership in CAPDHHE shall be deemed to be renewed if the Member submits the applicable registration form and pays the appropriate registration fee then in effect for the Annual Conference on or before the Annual Conference Registration Deadline. If a Member fails to submit the applicable registration form and pay the appropriate registration fee then in effect for the Annual Conference on or before the Annual Conference Registration Deadline, then the Member shall be deemed to have resigned membership in the Corporation and may be re-admitted as a Member only if his or her or its application for membership in the Corporation has been

approved in accordance with paragraph 6 of this By-law. Any Member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation.

8. Any Member's membership in the Corporation may, in the Board's discretion, be terminated by resolution of the Board passed by at least two-thirds of the votes cast at a meeting of the Board, provided that the Member is given reasonable notice of the proposed termination, including the grounds for same, and the opportunity to attend and make representations to the Board personally or by agent prior to such decision being made.

MEMBERSHIP FEE

9. An annual membership fee shall be established annually by resolution of the Board and confirmed at the annual general meeting of the Corporation by a vote of the Members entitled to vote, and such fee may be different for each class of membership.
10. Subject to a policy established from time to time by the Board, the annual membership fee may be incorporated into and be payable by the Members as part of the fee payable for the Annual Conference.

MEMBERS' MEETINGS

11. The Corporation shall hold an annual meeting of its Members not later than eighteen months after its incorporation and subsequently once in each calendar year and not more than fifteen months after the holding of the last preceding annual meeting. At every annual meeting, the Members shall:
 - (a) approve the minutes of the previous annual meeting;
 - (b) receive the report of the Board;
 - (c) receive the financial statements for the Corporation and the report of the auditors thereon;
 - (d) appoint auditors of the Corporation for the ensuing year;
 - (e) elect Directors; and
 - (f) deal with other matters contained in the notice of the meeting.
12. The Board or the president or vice-president shall have power to call, at any time, a general meeting of the Members. The Board shall call a special general meeting of members for a purpose not inconsistent with the *Canada Corporations Act*, on written requisition of at least 10 per cent of the Members entitled to vote at Members meetings.
13. Members' meetings can deal only with business that has been specified in the notice. Any Member entitled vote at a Members' meeting may add an item to the

agenda of a general meeting, provided the meeting has the power to deal with it, by notifying the Secretary in writing no later than the 15th day of the month prior to the meeting.

14. Ten percent of the Members entitled to vote at Members' meetings present in person or by proxy, but not fewer than two such Members, will constitute a quorum for Members' meetings.
15. Fourteen days' prior written notice of any annual or special general meeting of Members shall be sent by regular mail, facsimile transmission or electronic mail transmission to each Member, such notice to be directed to the address of each such Member as appears on the books of the Corporation, or if no address appears on such books, then to the last address of each such Member known to the secretary of the Corporation; provided that a meeting of Members may be held for any purpose at any time and date without notice if all Members are present in person or if all of the absent Members shall have signified their assent in writing to such meeting being held in their absence, whether such assent is given before or after the holding of such meeting.
16. Notice of a meeting shall contain sufficient information to permit the Member to form a reasoned judgment on the decisions to be taken.
17. Subject to paragraph 18, each Member entitled to vote shall have the right to exercise one vote on each matter that comes before the Members' meeting for a vote. A Member entitled to vote may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of Members, in the manner and to the extent authorized by the proxy. A proxy holder is not required to be a Member of the Corporation. Proxy forms may be submitted by facsimile or electronic mail, as well as by personal delivery or mail.
18. Each Organizational Member may appoint, in writing, up to four delegates (referred to as the **Delegates**) to attend a Members' meeting as the proxy of the Organizational Member. Each Delegate, if present, shall exercise the vote of the Organizational Member that appointed him or her and may cast a vote on each matter that comes before the Members' meeting for a vote. Only the Delegates who are duly appointed are entitled to attend Members' meetings and vote on behalf of the Organizational Members that appointed them. For greater certainty, each Organizational Member may cast a number of votes on each matter that comes before the Members' meeting for a vote equal to the number of duly appointed Delegates that attend the Members' meeting on the Organizational Member's behalf. A Delegate must be an individual, but does not need to be a Member.
19. An Organizational Member's appointment of a Delegate is not effective unless it is delivered to the head office of the Corporation, is in writing, is in a form acceptable to the secretary of the Corporation and complies with such other requirements as are established from time to time by the Board.

20. Notice of each meeting of Members must remind Members entitled to vote that they have the right to vote by proxy. Proxy forms may be submitted by facsimile or electronic mail, as well as by personal delivery or mail. A proxy may be in the following form:
- “I, _____, a voting Member of the Canadian Association for the Prevention of Discrimination and Harassment in Higher Education CAPDHHE, appoint _____, or failing such person, _____ as my proxy, to attend and act at the meeting of the Members to be held on (date) at (place) and at any postponement or adjournment thereof, in the same manner and to the same extent and with the same powers as if I was present at the meeting.” (signature and date).
21. A majority of the votes cast by the Members entitled to vote shall determine the questions in meeting except where the vote or consent of a greater proportion of the votes cast is required by the Act or this By-law.
22. If a majority of the Members entitled to vote consent thereto generally or in respect of a particular meeting, a Member may participate in a meeting of the membership by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Member participating in such a meeting by such means is deemed to be present at the meeting; provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a pre-determined date, time and place. In such meetings, the secretary of the meeting shall record the results of all votes and communicate the results in a manner so that all persons participating in the meeting shall know the results.
23. Unless a ballot is requested by a Member entitled to vote, a declaration by the chair of the meeting that a decision has been made and/or a decision recorded in the minutes of the latter, is admissible in evidence as proof, on its face, of the decision, without requiring proof of the number or proportion of the votes recorded in favour of or against such a decision. Such ballot will be taken in the manner the chair of the meeting decides.
24. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat, and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had at that meeting.
25. Any meeting of Members may be adjourned and reconvened at any time and such matters may be considered at such reconvened meeting as might have been considered at the original meeting which was adjourned.

26. Minutes of the meetings of the Members of CAPDHHE shall be kept and made available to Members.

BOARD OF DIRECTORS

27. The property and business of the Corporation shall be managed by a Board consisting of the number of Directors as is set out in the Corporation's letters patent, or such other number as is determined from time to time in accordance with the procedures set out in this By-law.
28. The applicants for incorporation shall be the first Directors of the Corporation. Their term of office shall continue until the first meeting of Members, at which their successors shall be elected to the Board.
29. The number of Directors may be determined from time to time by a majority of the Directors at a meeting of the Board and sanctioned at a Members' meeting by an affirmative vote of at least two-thirds of the votes cast by the Members entitled to vote.
30. The minimum number of Directors may be changed from time to time by a decision of the Directors, confirmed by at least two-thirds of the votes cast at a Members' meeting by the Members entitled to vote, provided that the minimum shall not be less than three.
31. The composition of the Board shall be as follows:
- (a) *Ex officio* directors, subject to the provisions herein set forth:
 - (i) There shall be four *Ex officio* directors, namely, those individuals who from time to time and at any time occupy the positions of Annual Conference Chair, Past Annual Conference Chair, Archivist and Past President;
 - (ii) An *Ex officio* director position shall automatically be vacated as of the date that the individual occupying the position ceases to occupy the office by virtue of which he or she is an *Ex officio* director;
 - (iii) *Ex officio* directors shall be entitled to all rights and privileges of Directors, including the right to vote at meetings of the Board; and
 - (iv) The *Ex officio* director positions shall not be effective or occupied until the close of the first Members' meeting following the incorporation of the Corporation; and
 - (b) Directors, in such numbers as are determined from time to time and at any time in accordance with the provisions of this By-law.
32. Directors and *Ex officio* directors shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred by them in the performance of their duties. No Director or *Ex officio* director shall directly or indirectly receive any

profit from their position as such. This shall not preclude a Director or *Ex officio* director from serving CAPDHHE as an officer or in any other capacity.

33. All nominations for the election of Directors shall be conducted in accordance with the following rules:
 - (a) Any Member entitled to vote at Members' meetings may, in writing delivered to the secretary of the Corporation not later than the opening of the Members meeting at which there is to be an election of Directors, nominate an individual for election as a Director; or
 - (b) The Board shall nominate in writing to the Members' meeting at which there is to be an election of Directors those individuals whom the Board may, in its discretion, select. In preparing its slate of nominations the Board will, as far as possible, ensure broad representation from across the country.
34. Directors and *Ex officio* directors must be individuals, at least 18 years of age, with power under law to contract, must not be mentally incompetent, and they must be Members.
35. Without limiting the powers of the Board to manage the affairs of the Corporation, the Board shall:
 - (a) ensure that all books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept;
 - (b) support and input to the newsletter editor and to the co-ordinator of the Annual Conference; and
 - (c) provide Members with an annual Board report, which shall include a report on the financial condition of CAPDHHE, at the annual general meeting.
36. The Board may prescribe such rules and regulations not inconsistent with this By-law or any other by-laws of the Corporation relating to the management and operation of the Corporation, as the Board deems expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the Members when they shall be confirmed, and failing such confirmation, such rules and regulations shall cease to have any force and effect.
37. The Directors shall, at the annual general meeting of the Members or at a general meeting of the Members called for the purpose of holding elections, be elected for a term of one year by the Members entitled to vote. Retiring Directors are eligible for re-election if they continue to satisfy the qualification of being a Director.
38. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted and successor is elected. This paragraph shall not be construed to preclude a director from serving the Corporation in any other capacity.

39. The office of Director shall be automatically vacated:
- (a) if a Director shall resign their office by delivering a written resignation to the secretary of the Corporation;
 - (b) if he/she is found by a court to be of unsound mind;
 - (c) if he/she becomes bankrupt or suspends payment or compounds with his/her creditors;
 - (d) if at a special general meeting of Members a resolution is passed by at least a two-thirds majority of the votes cast by the Members entitled to vote at the meeting duly called for the purpose that he/she be removed from office; or
 - (e) on death.
40. If any vacancy shall occur on the Board, the Board may, by appointment, fill the vacancy for the balance of the former Director's term.

DIRECTORS' MEETINGS

41. Meetings of the Board may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meeting shall be given personally, or transmitted by facsimile or electronic mail, to each director, or, if by mail, at least 14 days prior to the meeting. There shall be at least one meeting per year of the Board. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat and any Director or *Ex officio* 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. Each Director is authorized to exercise one vote on each matter for decision.
42. The Board may appoint a day or days in any month or months for regular meetings, at an hour to be named, and of such regular meeting no notice need be sent. A Board meeting may also be held, without notice:
- (a) immediately following the annual meeting of the Corporation; and
 - (b) if all Directors and *Ex officio* directors are present or if all of the absent Directors and *Ex officio* directors shall have signified their assent in writing to such meeting being held in their absence, whether such assent is given before or after the holding of such meeting.
43. A majority of the Board shall constitute a quorum for meetings of the Board. Any meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation.
44. If all the Directors and *Ex officio* directors consent thereto generally or in respect of a particular meeting, a Director or *Ex officio* director may participate in a meeting of

the Board or of a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director or *Ex officio* director participating in such a meeting by such means is deemed to be present at the meeting; provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a pre-determined date, time and place. In such meetings, the secretary of the meeting shall record the results of all votes and communicate the results in a manner so that all persons participating in the meeting shall know the results.

45. The minutes of the Board shall be available to the Directors and *Ex officio* directors, each of whom shall receive a copy of such minutes.

INDEMNITIES TO DIRECTORS AND OTHERS

46. Every Director, *Ex officio* director and officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it, together with their respective heirs, executors, administrators, estates and effects, shall from time to time and at all times be indemnified and saved harmless, out of the funds of the Corporation, from and against:
- (a) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability; and
 - (b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

OFFICERS

47. The officers of the Corporation shall be a president, vice-president, secretary and treasurer and any such other officers as the Board may by resolution determine. Except for the offices of president and vice-president, any two offices may be held by the same person. All officers must be Directors.
48. Officers shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
49. Officers of the corporation shall be appointed by resolution of the Board at the first meeting of the Board following an annual meeting of Members.

50. The officers of the Corporation shall hold office for one year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board at any time.

DUTIES OF OFFICERS

51. The president shall be the chief executive officer of the Corporation. The president shall preside at all meetings of the Corporation and of the Board. The president shall have the general and active management of the affairs of the Corporation. The president shall see that all orders and resolutions of the Board are carried into effect.
52. The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon them by the Board.
53. The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and to the Board at the regular meeting of the Board, or whenever the Board may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.
54. The secretary may be empowered by the Board, upon resolution of the Board, to carry on the affairs of the Corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The secretary shall give or cause to be given notice of all meetings of the Members and of the Board, and shall perform such other duties as may be prescribed by the Board or president, under whose supervision he/she shall be. The secretary shall be custodian of the seal of the Corporation, which they shall deliver only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution.
55. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.

AUDITORS

56. The Members entitled to vote shall at each annual meeting of Members appoint an auditor to audit the accounts of the Corporation for report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Board may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board.
57. No person who is a Director, *Ex officio* director officer or employee of the Corporation may be appointed the auditor without the consent of all the Members entitled to vote.

GENERAL

58. Unless otherwise ordered by the Board, the financial year-end of the Corporation shall be the last day of March in each year.
59. For the purpose of sending notice to any Member, Director, *Ex officio* director, or officer for any meeting or otherwise, the address of the Member, Director, *Ex officio* director or officer shall be their last address recorded on the books of the Corporation, or if no address appears on such books, then to the last address of each such Member, Director, *Ex officio* director, or officer known to the secretary of the Corporation.
60. The by-laws of the Corporation not embodied in the letters patent may be repealed or amended by by-law enacted by a majority of the votes cast at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds of the votes cast by the Members entitled to vote at a meeting of Members duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.
61. The seal, an impression of which is stamped in the margin, shall be the seal of the Corporation.
62. The Head Office of the Corporation shall be in the City of Vancouver, in the Province of British Columbia.
63. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Board may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board.

64. Subject such policies as the Board may from time to time and at any time establish, all cheques must be signed by two signing officers, at least one of whom shall be a Director or *Ex officio* director.

OPERATIONS WITHOUT PECUNIARY GAIN

65. The Corporation is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the Corporation are to be used in promoting its objects.