

## BYLAW # No. 1

### UNIVERSITY OF WINNIPEG COLLEGIATE ALUMNI ASSOCIATION INC.

#### 1. Name

The Corporation shall be known as “University of Winnipeg Collegiate Alumni Association Inc.”

#### 2. Mission, Values and Purposes

##### a. Mission

The mission of the Alumni Association is to cultivate a proud and involved community of alumni and students engaged in the life, success and advancement of The Collegiate.

##### b. Values

- i. *Honouring the traditions of The Collegiate.* Honouring The Collegiate’s traditions, shared culture and history to build an alumni community that reflects Collegiate values of community spirit, mutual trust / support and lifelong learning.
- ii. *Commitment to diversity, equity and inclusion.* Actively build a culture of access and openness, enabling all alumni to engage.
- iii. *Commitment to excellence.* Set high standards for the continual improvement of programs and services that are meaningful and relevant to alumni of The Collegiate.
- iv. *Commitment to service.* Engage students and alumni, promoting dedication, commitment and philanthropy towards The Collegiate.

##### c. Purposes The purposes of the Alumni Association are:

- i. to provide opportunities for alumni to connect with each other, students and The Collegiate;

- ii. to promote and maintain a positive and informed awareness of The Collegiate, its activities, programs and accomplishments;
- iii. to advance and promote the best interests of The Collegiate through ongoing financial support of its capital and operational priorities and long-term objectives;
- iv. to provide counsel to The Collegiate and the Foundation on matters of interest to alumni; and
- v. to add value to the lives of alumni through lifelong learning and meaningful services.

### **3. Interpretation**

For this Bylaw:

- a. “Act” means The Corporations Act, RSM 1987, c. C225 as amended from time to time and any statute that may be substituted therefore and in the case of such amendment or substitution any references in the by-laws will be read as referring to the amended or substituted provisions.
- b. “AGM” means the Annual General Meeting of The Alumni Association.
- c. “Alumni Association” means University of Winnipeg Collegiate Alumni Association Inc.
- d. “Articles” means the articles of incorporation of The Alumni Association as from time to time amended, supplemented or restated and as the term articles are more particularly defined in the Act.
- e. “Board” means the Board of Directors of The Alumni Association.
- f. “Board Meeting” means a duly constituted meeting of the Board.
- g. “By-law” or “By-laws” mean this by-law and all other by-laws of The Alumni Association from time-to-time in force and effect.

- h. “Director” means any one of the nine (9) directors of the Board and “Directors” means each Director comprising the Board as a collective or more than one Director, as the context so permits.
- i. “Foundation” means the University of Winnipeg Foundation.
- j. “Future Alumni” means students currently attending The Collegiate;
- k. “Member” means an individual who meets the qualifications of membership as set out in these By-laws and has been approved by the Board as a Member, and “Members” means each Member comprising the membership as a collective or more than one Member, as the context so permits.
- l. “Resolution” means an Ordinary Resolution or a Special Resolution.
- m. “Ordinary Resolution” means a resolution passed by no less than fifty-one (51%) percent of the persons eligible to vote, and who are present, at a duly constituted meeting.
- n. “Special Resolution” means a resolution passed by no less than sixty-five (65%) percent of the persons eligible to vote, and who are present, at a duly constituted meeting.
- o. “The Collegiate” mean the University of Winnipeg Collegiate.

#### **4. Head Office**

The head office of the Alumni Association shall be in the City of Winnipeg, in the Province of Manitoba, and at such place therein as the Board may from time to time determine.

#### **5. Membership**

- a. Membership shall be open to any member of the public who:
  - i. supports the objectives of the Alumni Association; and
  - ii. is a graduate of The Collegiate or is a person who successfully completed a minimum of one academic year as a student at The Collegiate.

- b. Each Member in good standing shall be entitled to one (1) vote on each matter arising at any special or general meeting of members.
- c. Members in good standing shall be entitled to nominate candidates for the Board. Nominations shall be made in writing no later than thirty (30) days prior to the set date of the elections. Nominations are to be endorsed by at least two (2) Members in good standing. Names of the nominees are to be sent to the Chair of the Alumni Association.
- d. A Member may at any time resign by notice in writing to the Board.
- e. Where a Member contravenes the By-law or any objectives of The Alumni Association, the Board may by a two thirds (2/3) vote, cancel or suspend their membership subject to review by the general membership at the AGM or at a special meeting.
- f. Only Members in good standing may serve as a Voting Director or officer of the Alumni Association.

## **6. Annual and Other Meetings of Members**

- a. The AGM shall be held within six (6) months of the end of the previous fiscal year end, at such a place within the City of Winnipeg, and on such a day and at such a time as the Board may determine.
- b. At each AGM of the Alumni Association the Members will:
  - i. be presented by the Board with an annual report of the activities of The Alumni Association of the previous year;
  - ii. be presented with the financial statements (or summaries thereof) of The Alumni Association for the preceding fiscal year;
  - iii. elect such number of Directors as required by this By-law;
  - iv. conduct such additional business as the Board considers necessary and appropriate and as may properly come before the meeting; and

- v. discuss any matters of new business or items of business that are not specifically referred to in the agenda under the topic of “new business”, which shall occur after all other matters on the agenda have been dealt with, provided that the new business may be spoken to for discussion and information purposes only (any voting thereon being deferred).
- c. Other meetings of Members shall be held at the call of the Board or upon the request of at least fifteen (15) Members, in writing, to the Board. Such meetings shall be held within the City of Winnipeg and within sixty (60) days of the written request. Notice for a meeting of Members will specify:
  - i. the place, day and hour of the meeting; and
  - ii. any ordinary resolution or special resolution to be proposed at the meeting.

- d. **Notice of all meetings of the Members (“Notice”) must be given to the Members no less than twenty one (21) days prior to the date of the meeting such Notice to be by mail, facsimile or email to the civic address, facsimile number or email address of the Members as recorded in the Membership List.**

**In addition to the Notice, a preliminary notice (the “Preliminary Notice”) must be given to the Members no less than forty-two (42) days prior to every AGM to allow the Members time to submit nominations for election of Voting Directors, such Preliminary Notice to be by mail, facsimile or email to the civic address, facsimile number or email address of the Members as recorded in the Membership List.**

**Any Notice or Preliminary Notice served by mail, facsimile or email is deemed to be given on the day on which the notice was delivered, and in proving that Notice or preliminary Notice has been given, it is sufficient to prove that the Notice or Preliminary Notice was properly addressed to the civic address, facsimile number or email address, as the case may be, in the Membership List. The accidental omission to give Notice or Preliminary Notice to, or the non-receipt of a Notice or Preliminary Notice by, any Member entitled to receive notice does not invalidate proceedings at that meeting.**

- e. Five (5) Members are required to form a quorum for the transaction of business at any meeting of the Members. Notwithstanding the preceding, one of the Chair and the Vice-Chair are required to be present at a meeting of the Members to form the quorum. In the event a quorum is not present at any meeting of the Members, the Board will reschedule the meeting to be held within 45 days, and the quorum at such rescheduled meeting will consist of the Members present at such rescheduled meeting.
- f. Members may participate at any meeting of the Members by means of such telephone or other electronic or software communication facilities so long as such facilities permit all persons participating in the meeting to communicate with each other in real time. A Member participating in such a meeting by such means is deemed to be present at the meeting.
- g. Minutes and records shall be kept of all meetings of the Members and shall be available to any Member upon request to the Secretary.

## 7. Board of Directors

- a. **Powers.** The administration, operation, management, and control of the affairs, property, business and funds of the Alumni Association will be vested in the Board. Without limiting the generality of the foregoing, the Board is mandated and empowered to:
  - i. determine and effect the policies of the Alumni Association;
  - ii. secure sufficient income and maintain adequate control of expenditures to provide for effective administration and operation of the Alumni Association; and
  - iii. to keep or cause to be kept adequate records of all transactions.
- b. **Composition of Board.** The Board will consist of nine (9) Directors selected, appointed or elected as follows:
  - i. five (5) Voting Directors elected by the Members as provided herein; and
  - ii. four (4) Non-Voting Directors as follows:

1. the Dean of the Collegiate;
  2. a Collegiate Faculty representative as selected by The Collegiate;
  3. a Future Alumni (student currently enrolled) representative or an alternate future alumni representative as determined by The Collegiate; and
  4. a representative of the Foundation as determined by the Chair and CEO of the Foundation.
- c. **Quorum.** Three (3) Voting Directors are required to form a quorum for the transaction of business. Transaction of business can be conducted by teleconference or other process which allows the Directors to converse with each other in real time.
- d. **Election of the Board of Directors.**
- i. Voting Directors shall be elected at an annual or special meeting of the Members.
  - ii. Voting Directors are only eligible if they are also Members.
  - iii. The term of office for a Voting Director shall be two (2) years from the date of their election.
- e. **Term of a Director.**
- i. Transition

All Voting Directors elected to office at the first election for directors will continue in their office according to the following transitional rules for elections (the "Transitional Elections"):

1. the offices of three (3) of the Voting Directors who are selected by the Board will be vacated and terminated in one (1) year following

their election, and an election for Voting Directors to fill such offices will be held on such termination; and

2. The offices of two (2) of the Voting Directors who are selected by the Board will be vacated and terminated in two (2) years following their election, and an election for Voting Directors to fill such offices will be held on such termination;
- ii. Subject to the provisions of Section 7(e)(i.) two (2) years following the election of a **Voting** Director the office of such **Voting** Director will be vacated and terminated and an election to fill the office of such **Voting** Director will be held on the date of such termination.
  - iii. Each Voting Director, upon expiration of their first full term, will be eligible for re-election to a second two (2) year term, and after expiration thereof, for re-election for a third two (2) year term. After serving three (3) consecutive terms, or a maximum of six (6) consecutive years, a **Voting** Director is retired and is not eligible for re-election until the Member takes a rest period of one (1) year from the role of Voting Director. During this rest period, the Member may offer their services and participate as a volunteer in Corporation committees and activities.
  - iv. The Board shall have the power to fill any vacancies on the Board during the period between AGMs as long as a quorum of **Voting** Directors remain in office.
  - v. The term of office for vacancies, filled by the Board or the membership, shall coincide with that of the vacancy. However, if the remaining term of the vacancy is less than a year it shall not be considered as constituting a term.
- f. **Qualifications to serve as a Voting Director.** To be eligible to run for the Board, nominate a candidate for the Board, or vote at an AGM or special meeting of the Members, one must have attained the age of eighteen (18) years and be a Member, in good standing, of the Alumni Association.
  - g. **Automatic Vacation.** The office of a Director will be automatically vacated:

- i. if the Director resigns ~~form~~ from their office by delivering a written resignation to the Secretary of the Alumni Association;
  - ii. if the Director is declared by a court of competent jurisdiction to be of unsound mind;
  - iii. on the death of a Director;
  - iv. where the Director is absent from three (3) consecutive Board Meetings without prior written approval of the majority of the balance of the Directors; or
  - v. if the Director has served or is sentenced to serve time in prison in relation to a crime involving a breach of trust, or a matter involving property.
- h. **Meeting of Directors.** The Board shall meet on at least four (4) occasions between AGMs at such place or places as it may be determined by the Board.
- i. **Attendance at Meetings.** Subject to the Board's right and power to go 'in camera' and exclude all persons other than Directors and invited persons from attending a Board meeting, Members may request (a "Member's Meeting Request") to attend a meeting of the Board (the "Requested Meeting"). The Member's Meeting Request shall include the reasons for the request and the issue(s) to be discussed, if any. The Board may not unreasonably refuse any Member's Meeting Request. Where a Member's Meeting Request has been approved, the requesting Member may attend, speak and present at the Requested Meeting. Following discussion of the matter underlying the Member's Meeting Request, the Member will exit the Requested Meeting.
- j. **Voting at the Board.** Questions arising at any meeting of Directors shall be decided by a majority of votes. In the case of a tie vote, the chair, in addition to their original vote, shall have a second or casting vote
- k. **Resolutions in lieu of a Meeting.** A Resolution in writing, signed by all the Directors entitled to vote thereon is as valid as if it had been passed at a Board Meeting and will be effective from the date specified in the Resolution.

- l. **Telephone Participation.** If all the Directors consent, a Director may participate in a Board Meeting by means of such telephone or other electronic or software communication facilities so long as such facilities permit all persons participating in the meeting to communicate with each other in real time. A Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent will be effective whether given before or after the meeting to which it relates and may be given with respect to all Board Meetings while a Director holds office.
- m. **Management Power.** The Directors may administer all the affairs of the Alumni Association and make or cause to be made for the Alumni Association, any kind of contract which the Alumni Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Alumni Association, by its By-law or otherwise, is authorized to exercise and do.
- n. **Remuneration.** The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from their position as such; provided that a Director may be paid or reimbursed for reasonable expenses incurred by them in the performance of their duties.

## 8. **Officers**

- a. There shall be a Chair, a Vice-Chair, a Treasurer, a Secretary, and such other officers as the Board may determine from time to time.
- b. A person may hold more than one (1) office, except as respects a person holding the offices of Chair and Vice-Chair.
- c. The officers shall be elected by the Board from among their number at the first meeting of the Board after the annual election of such a Board.
- d. **Duties of Officers**
  - i. **Chair** – The Chair shall, if present, preside at all meetings of the Directors and of Members. They shall sign all instruments which require their signature and shall perform all duties incidental to them office and shall

have such powers and duties as may from time to time be assigned to them by the Directors.

- ii. **Vice-Chair** – The Vice-Chair shall be vested with all the powers and shall perform all the duties of the Chair in the absence or disability or refusal to act of the Chair. The Vice-Chair shall have such powers and duties as may from time to time be assigned by the Directors.
- iii. **Secretary** – The Secretary shall when present, act as secretary of all meetings, shall have custody of the documents and registers of The Alumni Association and shall perform such other duties as the Directors require;
- iv. **Treasurer** - The Treasurer shall:
  - 1. be responsible for supervising the general financial operations of the Alumni Association;
  - 2. be responsible for seeing that full and accurate accounts of all financial transactions of The Alumni Association are kept in proper books of account and that all funds are deposited in the name and to the credit of The Alumni Association;
  - 3. ensure that all funds of the Alumni Association are properly disbursed and that proper vouchers are prepared therefore; and
  - 4. render to the Board, at regular meetings thereof or whenever required of them, an account of all financial positions of The Alumni Association.

## **9. Non-Profit**

The Alumni Association shall be carried on without the purpose of gain for its Directors, officers or Members and any profits or other accretions shall be exclusively used in the promotion of its charitable objects.

## **10. Dissolution**

Upon the dissolution of the Alumni Association and after payment of all debts and liabilities, the remaining property of the Alumni Association shall be distributed or disposed of to a Manitoba charity to be designated by the then Board.

#### **11. Amendment**

This By-law may, at any time, be amended, altered or revoked pursuant to a resolution passed by two thirds (2/3) vote of the Members present at a special, general or AGM of Members duly called for that purpose, and for which due notice of such amendment, alteration or revocation shall have first been given to each Member in the notice calling for such a meeting.

#### **12. Committees**

- a. The Board shall have the power to appoint a committee to deal with particular matters as it may direct.
- b. Committee will be composed of such number of persons as the Board may determine.

#### **13. Execution of Documents**

Contracts, deeds, transfers, licences, and agreements on behalf of the Alumni Association shall be signed by any two officers of the Alumni Association.

#### **14. Indemnities to Directors and Others**

Every Director or officer of the Alumni Association or other persons who has undertaken or is about to undertake any liability on behalf of the Alumni Association will from time to time and always, be indemnified and saved harmless out of the funds of the Alumni Association, from and against:

- a. all costs, charges and expenses whatsoever 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 them, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability; and

- b. all other costs, charges and expenses which they sustain or incur in or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or willful default.

**15. Banking**

- a. One or more bank accounts shall be kept at such chartered bank or banks in Canada as the Board may determine.
- b. All cheques and/or other negotiable instruments and notes shall be signed for and on behalf of The Alumni Association by any two of the signing authorities, which include all of the officers of The Alumni Association.

**16. Financial Records and Books**

The Board shall see that all necessary financial books and records of The Alumni Association are regularly and properly kept.

**17. Auditor**

- a. The Board shall appoint one (1) or more auditors who shall make such audit of the financial books and records as they in their opinion deem necessary.
- b. The auditor of the contracted auditing firm shall prepare and certify all annual and audited financial statements.
- c. The annual financial statement shall be available for review by each Member at each AGM of Members.

**18. Financial Year**

Unless otherwise determined by the Board, the fiscal year of the Alumni Association shall terminate on the 31st day of March in each year.

---

Director

---

Director

---

Director

---

Director

**Resolution of the Members**  
**University of Winnipeg Collegiate Alumni Association**

Resolved:

1. That Section 6.d. of Bylaw #1 be deleted in its entirety and replace with the following:

“Notice of all meetings of the Members (“Notice”) must be given to the Members no less than twenty one (21) days prior to the date of the meeting such Notice to be by mail, facsimile or email to the civic address, facsimile number or email address of the Members as recorded in the Membership List.

In addition to the Notice, a preliminary notice (the “Preliminary Notice”) must be given to the Members no less than forty-two (42) days prior to every AGM to allow the Members time to submit nominations for election of Voting Directors, such Preliminary Notice to be by mail, facsimile or email to the civic address, facsimile number or email address of the Members as recorded in the Membership List.

Any Notice or Preliminary Notice served by mail, facsimile or email is deemed to be given on the day on which the notice was delivered, and in proving that Notice or preliminary Notice has been given, it is sufficient to prove that the Notice or Preliminary Notice was properly addressed to the civic address, facsimile number or email address, as the case may be, in the Membership List. The accidental omission to give Notice or Preliminary Notice to, or the non-receipt of a Notice or Preliminary Notice by, any Member entitled to receive notice does not invalidate proceedings at that meeting.”

2. That Bylaw #1 be further amended by such non-material changes as presented to the Members as an attachment to the Notice of the AGM to be held on September 11, 2023.

