



CONCORDIA UNIVERSITY  
ALUMNI ASSOCIATION



**GENERAL BY-LAWS**

**I. NAME**

The Association shall be known as the Concordia University Alumni Association (the "Association").

The name of the Association shall be used in all correspondence, contracts and agreements of whatever kind executed by the Association and notices emanating from the Association or its chapters as hereinafter provided.

**II. OBJECTIVES**

The objectives of the Association are:

- a) to encourage the fellowship of alumni and alumnae (collectively, "alumni") of Concordia University and alumni of Loyola College and Sir George Williams University (the two founding institutions of Concordia University) (collectively, the "University") through social, educational and cultural activities;
- b) to establish and maintain a link with and among all alumni of the University, the University and with the community at large;
- c) to preserve and promote the interests of the University through alumni involvement in its future and governance;
- d) to participate and assist in the promotion of the University as a major institution of higher learning through fundraising and student recruitment;
- e) to develop an awareness by the students of the University in the Association by the furthering of student welfare;
- f) to promote the establishment of chapters of the Association and acting as a voice for them;
- g) to preserve and honour the legacy and heritage of the Loyola Alumni Founding Chapter and the Sir George Williams University Alumni Founding Chapter by coordinating their activities, jointly participating in the solicitation of funds and promoting a common interest by all alumni in the University in accordance with one or more letters of understanding signed by representatives of the former entities of the Loyola Alumni Association Inc., the Association of Alumni of Sir George Williams University, the Concordia University Alumni Association (pre-amalgamation) and the University; and

h) to encourage the participation from current University students in its activities.

### **III. HEAD OFFICE**

The head office of the Association shall be at such location in the City of Montreal as shall from time to time be fixed by the Board of Directors.

### **IV. FINANCIAL YEAR**

The financial year of the Association shall end on the thirtieth (30<sup>th</sup>) day of April in each year, or at such other time as may be determined by the Board of Directors.

### **V. MEMBERSHIP**

#### **Sec. 1 – Qualifications**

The following persons shall automatically be eligible for membership in the Association:

- a) all graduates of the University;
- b) all holders of an honorary degree from the University; and
- c) all persons who attended the University and who completed a full academic year or its equivalent; provided that any such person made a written request to the University and the University confirms that such person met such criteria.

A person eligible for membership in the Association shall become a member upon registration of such person's name in the alumni records of the University at its head office and upon the fulfilment of such other requirements as may from time to time be deemed necessary by the Board of Directors (a "Member"). The Board of Directors may also, in its discretion, confer honorary or associate membership in the Association upon a person upon such terms and conditions as it may from time to time determine and such person shall thereby be considered a Member and such person's name shall be added to such records of the University.

#### **Sec. 2 – Annual General Meetings**

An annual general meeting of the Members (an "Annual General Meeting") shall be held within 180 days from the end of the financial year of the Association, upon such date and such time at any place in the Province of Quebec as may be fixed from time to time by the resolution of the Directors, to receive and consider the financial statements with a report from the Treasurer, and to elect such Directors as hereinafter required by these By-Laws and to consider, deal with and dispose of other business that may properly come before such meeting.

Any Annual General Meeting may also constitute a Special Meeting to consider, deal with and dispose of any business to be considered, dealt with and disposed of at any Special Meeting.

### **Sec. 3 – Special Meetings**

A special meeting of the Members (a “Special Meeting”) may be called at any time by order of the President or by order of the Board of Directors.

Special Meetings shall be held at any place within the Province of Quebec as may be fixed from time to time by the President or by resolution of the Board of Directors, as the case may be.

### **Sec. 4 – Meetings Called at the Demand of the Members**

It shall be incumbent upon the Directors to call a Special Meeting whenever required to do so by the written requisition signed by not fewer than twenty-five (25) Members, which requisition shall state the general nature of the business to be transacted at such meeting. Such meeting must be called within two (2) weeks after receipt of such requisition and be held no later than twenty-one (21) days thereafter.

### **Sec. 5 – Notice of Meeting**

Notice of each Annual General Meeting and of each Special Meeting shall be sent by regular mail, postage prepaid or by e-mail addressed to the Members at their respective addresses as they appear on the records of the University, at least fifteen (15) days prior to the date fixed for such meeting. Such notice may also be effected by insertion in an official publication of the Association or the University (whether hard copy or online). If the address of any Member does not appear on the records of the University, then such notice may be mailed to such address as the person sending such notice may consider to be the most likely to reach promptly such Member. No notice of the time, place or purpose of any meeting of Members, whether prescribed by these By-Laws or by statute, needs be given to any Member who, in writing, including, without limitation, by e-mail, either before or after the holding of any such meeting, waives such notice. Irregularities in the notice or in the giving thereof as well as the accidental omission to give notice of any meeting to, or any non-receipt of any such notice by any of the Members, shall not invalidate any proceedings at any such meeting.

Such notice shall specify the time and place of each such meeting. The notice of any Annual General Meeting may, but need not, specify the purposes of such meeting, except that such notice shall specify in general terms any by-laws and the repeal, amendment or re-enactment of any by-laws to be sanctioned at any such meeting, and any business which would otherwise be considered, dealt with and disposed of at a Special Meeting. The notice of any Special Meeting shall specify in

general terms any business to be considered, dealt with and disposed of at any such meeting.

No notice of any adjourned meeting need be given.

The signature of any notice of any meeting may be written, stamped, type-written, printed or otherwise electronically reproduced thereon.

A certificate of the Corporate Secretary or of any other duly authorized officer of the Association in office at the time of the making of the certificate as to the transmission of any notice of an Annual General Meeting or a Special Meeting shall be conclusive evidence of the sending of same and shall be binding upon every Member.

### **Sec. 6 – Chair**

The President, or, in the President's absence, the Executive Vice-President, or, in the Executive Vice-President's absence, the Corporate Secretary, or, in the Corporate Secretary's absence, the Immediate Past President present at an Annual General Meeting or a Special Meeting shall preside over each meeting of Members.

### **Sec. 7 – Quorum**

Twenty-five (25) Members personally present shall constitute a quorum for the transaction of business at any Annual General Meeting or Special Meeting.

### **Sec. 8 – Voting**

Except for the election of Directors, which shall be by ballot in the event of contestation, any questions submitted to any meeting of Members may be decided either by a show of hands of those present or by poll. In the event of a poll, each Member present may exercise one vote, the whole provided that the Directors may by resolution, in case of an emergency or when time is of the essence, direct that any question may be submitted to the membership by e-mail and replies of Members received by e-mail, in which event the written vote upon any such question shall determine the disposition of any such question.

### **Sec. 9 – Assumption of Office**

The newly elected members of the Board of Directors shall assume their duties at the close of the Annual General Meeting immediately following their election.

### **Sec. 10 – Procedure at Meetings**

The chair of any meeting of Members shall conduct the meeting in accordance with generally recognized rules of corporate meeting procedure, and the chair's decision

on all matters shall be conclusive and binding upon the Members, except where a decision of the chair shall be overruled by a vote of the majority of Members present following an appeal from such decision.

A declaration of the chair at any meeting of Members that a resolution has been carried or carried unanimously or carried by any particular majority shall be conclusive evidence of that fact.

The chair at any meeting of Members shall have the power at any time during the proceedings to adjourn the Meeting from time to time, and no notice of any such adjourned Meeting need be given. In the event of any such adjournment, any business which could have been considered dealt with and disposed of at the original Meeting may be considered, dealt with and disposed of at any such adjourned Meeting.

### **Sec. 11 – Scrutineers**

The chair at any meeting of Members may appoint two (2) persons (who may, but need not be, Members) to act as scrutineers at such Meeting.

### **Sec. 12 – Participation by Communication Facilities**

Any person entitled to attend a meeting of Members may participate in such meeting by means of a telephonic, electronic or other communication facility that permits all participants to communicate with each other during the meeting if the Association makes available such a communication facility. A person participating in a meeting by such means is deemed to be present at such meeting. A meeting of Members may be held entirely by telephonic, electronic or other communication facility if the requirements listed previously are met. A vote may then be held entirely by any means of communication enabling votes to be cast in a way that allows them to be verified afterwards and protects the secrecy of the vote when a ballot has been requested.

## **VI. BOARD OF DIRECTORS**

### **Sec. 1 – Powers and Duties**

The board of directors of the Association (the “Board of Directors”) shall exercise full control and oversight of the Association and of all activities, projects, policies and finances of the Association and shall be accountable therefor to the Members. Moreover, the Directors shall act with prudence and diligence and also with honesty and loyalty in the interest of the Association.

### **Sec. 2 – Number of Directors and Term of Office**

The Board of Directors shall consist of 15 members (each, a “Director”). A Director must be a Member.

The Immediate Past President shall be an ex officio member of the Board of Directors with the right to vote.

The President of the Loyola Alumni Founding Chapter or the nominee thereof shall be an ex officio member of the Board of Directors with the right to vote so long as the Loyola Alumni Founding Chapter is able and willing to delegate a representative to the Board of Directors. The President of the Sir George Williams University Alumni Founding Chapter or the nominee thereof shall be an ex officio member of the Board of Directors with the right to vote so long as the Sir George Williams University Alumni Founding Chapter is able and willing to delegate a representative to the Board of Directors.

The Board of Directors shall ensure that the terms for Directors are staggered to allow for an appropriate number of Directors to come up for election or re-election every year.

With the exception of the Immediate Past President, Directors shall be elected for a term of two (2) years, with the possibility of renewing their mandate for three (3) additional consecutive two (2)-year terms; provided that if a Director is serving as an officer of the Association at the end of a third (3rd) additional consecutive two (2)-year term, then such Director’s mandate may be renewed for one (1) additional two (2)-year term (for a total of four (4) additional consecutive two (2)-year terms). The term of the Immediate Past President on the Board of Directors in such capacity is for a maximum term of two years.

The Senior Director, Advancement Relations, of the University or a representative of the Senior Director, Advancement Relations, of the University shall be an ex officio observer on the Board of Directors and sit as observer of and consultant to the Board of Directors with the right to speak but with no right to vote.

### **Sec. 3 – Filling Vacancies**

The Board of Directors may, by resolution, fill any vacancy which may occur on the Board of Directors, for whatever reason, and the newly appointed Director shall hold office for the remaining term of the Director such newly appointed Director is replacing until the next Annual General Meeting following such term or until the election of such newly appointed Director’s successor.

### **Sec. 4 – Notice and Number of Meetings**

There shall be held during the academic year a minimum of four (4) meetings of the Board of Directors, held at such times and places as the Board of Directors may determine. Meetings of the Board of Directors may be called by or on the order of

the President or by or on the order of two Directors, and may be held at any place within the Province of Quebec. Notice, specifying the place, hour and day shall be sent by regular mail, postage prepaid, or by e-mail, addressed to each of the Directors at their respective addresses as they appear on the records of the University.

In case of an emergency, notice may be given by e-mail, telephone or otherwise and any failure to give written notice as required by these By-Laws shall not invalidate the proceedings at such meeting.

The Board of Directors may by resolution from time to time provide for the holding of regular meetings of the Board of Directors at such time and place, within the Province of Quebec, with or without notice, as may be determined by such resolution.

The Directors may, if all the Directors consent, participate in a meeting of the Board of Directors by means of a telephonic, electronic or other communication facility that permits all persons participating in the meeting to communicate with each other. A Director participating in a meeting by such means is deemed to be present at such meeting. A vote may then be held entirely by any means of communication enabling votes to be cast in a way that allows them to be verified afterwards and protects the secrecy of the vote when a ballot has been requested.

A resolution in writing signed by all the Directors entitled to vote on such resolution at a meeting of the Board of Directors is as valid as if it had been passed at a meeting of the Directors.

### **Sec. 5 – Procedure at Meetings**

The chair of any meeting of the Board of Directors shall conduct the meeting in accordance with generally recognized rules of corporate meeting procedure, and the chair's decision on all matters shall be conclusive and binding upon the Directors, except where a decision of the chair shall be overruled by a vote of the majority of Directors present following an appeal from such decision.

A declaration of the chair of any meeting that a resolution has been carried or carried unanimously, or carried by any particular majority shall be conclusive evidence of that fact.

### **Sec. 6 – Chair**

The President or, in the President's absence, the Executive Vice-President, or, in the Executive Vice-President's absence, the Corporate Secretary, or, in the Corporate Secretary's absence, the Immediate Past President present at such Meeting shall preside over each Meeting of the Board of Directors.

## **Sec. 7 – Quorum**

A majority of the Directors then in office shall constitute a quorum for the transaction of business at a meeting of Directors.

## **Sec. 8 – Vacation of Office**

The office of a Director shall automatically be vacated when such Director:

- a) submits a written resignation to the Board of Directors;
- b) ceases to be a Member of the Association;
- c) misses three (3) consecutive meetings of the Board of Directors without just cause acceptable to the Board of Directors;
- d) is removed from the Board of Directors by a majority vote of the Members present and voting at a Special Meeting called for such purpose;
- e) is removed from the Board of Directors by a vote of at least 75% of the Directors present and voting at a meeting of the Board of Directors;
- f) becomes bankrupt, assigns such Director's property for the benefit of such Director's creditors or is declared insolvent; or
- g) becomes interdicted or is under protective supervision.

## **Sec. 9 – Voting**

All Directors have the right to vote as members of the Board of Directors and as members of the committees of the Board of Directors upon which they serve.

### **a) Show of Hands**

With the exception of the procedures herein provided relating to the election of officers and others, all other questions submitted to any meeting shall be decided in the first instance by a show of hands.

### **b) Polls**

- 1) **Right to Poll** – After a show of hands, the chair of a meeting may require, or any Director present at such meeting and entitled to vote, may demand a poll.
- 2) **Withdrawal of Demand** – A demand for a poll may be withdrawn at any time prior to the taking of the poll.



- 3) **Procedure** – A poll on the question shall be taken in such manner as the chair of the meeting shall direct.

## **Sec. 10 – Recording of Vote**

Unless a poll be so required or demanded, a declaration by the chair of the meeting that a resolution has been carried or carried by a particular majority, or not carried, and an entry to that effect in the minutes of the proceedings at such meeting shall be sufficient evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

## **Sec. 11 – Representation on the Board of Governors of the University**

The two (2) representatives of the Association on the Board of Governors of the University shall be Directors and/or former Directors and shall be selected by the Board of Directors.

When selecting representatives of the Association on the Board of Governors of the University, due consideration shall be given to candidates with a strong knowledge of the history, structure, strategies, programs and offerings of the University and the Association, as well as a strong knowledge of the values and legacy of its founding institutions and its alumni associations, in addition to having a good track record of community service and engagement with the Association.

The two (2) representatives of the Association on the Board of Governors of the University shall act as the Association's official liaison with the University's Board of Governors. Such representatives shall attend the meetings of the Board of Governors of the University and shall make themselves available on an alternate basis to report to the Board of Directors and perform other duties relating to their office as may be requested by the Board of Directors.

In the event that a representative of the Association on the Board of Governors of the University becomes unable to complete such representative's term of office, the Board of Directors may elect a representative to complete such term, the whole subject to the approval of the Board of Governors of the University.

## **Sec. 12 – Adjournment**

The chair of a meeting may, with the consent of a majority of Directors present at any meeting, adjourn such meeting from time to time and no notice of such adjournment need be given to the Directors, except that when a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an ordinary meeting. Any business may be brought before or dealt with at the adjourned meeting in accordance with the notice calling such original meeting.

## **Sec. 13 – Conflict of Interest**

A Director shall avoid being in a situation where such Director's personal interest would be in conflict with such Director's obligations as a Director.

A Director shall declare to the Association any interest such Director has in an enterprise or association that may place such Director in a situation of conflict of interest and of any right such Director may set up against it, including, without limitation, their nature and value, where applicable, and shall declare to the Association any other situation of such Director being in a conflict of interest. Such a declaration of interest shall be recorded in the minutes of the proceedings of the Board of Directors.

## **VII. COMMITTEES**

### **Sec. 1 – STANDING COMMITTEES**

#### **Item. 1 – Identity of the Standing Committees**

The following shall be the standing committees of the Board of Directors:

- a) the nominating and engagement committee;
- b) the Sir George Williams University alumni endowment fund committee;
- c) the Concordia University Loyola Medal committee;
- d) the alumni awards and recognition committee;
- e) the philanthropy committee; and
- f) the corporate governance and human resources committee.

#### **Item. 2 – Governance**

The Board of Directors may from time to time, by resolution, amend the names of the standing committees of the Board of Directors and determine the rules, procedures and terms of reference of the standing committees of the Board of Directors, including, without limitation, the selection and composition of such standing committees, the duties of such standing committees and the rules and procedures of the meetings of such standing committees.

### **Sec. 2 – OTHER COMMITTEES**

#### **Item. 1 – Identity of the other Committees**

In addition to the standing committees of the Board of Directors, the Board of Directors may from time to time, by resolution, form additional committees, as required.

## **Item. 2 – Governance**

The Board of Directors may from time to time, by resolution, determine the rules, procedures and terms of reference of any other committees of the Board of Directors, including, without limitation, the selection and composition of such other committees, the duties of such other committees and the rules and procedures of the meetings of such other committees.

## **VIII. OFFICERS**

### **Sec. 1 – Composition**

The officers of the Association shall be the President, Executive Vice-President, Corporate Secretary, Treasurer and any Vice-President appointed by the Board of Directors and shall be elected from the ranks of the Board of Directors.

The Immediate Past President shall be an *ex officio* officer of the Association.

A staff member of the Alumni Advancement Office of the University shall act as the Administrative Secretary of the Board of Directors, having the right to speak but no right to vote.

### **Sec. 2 – Term and Election**

The President, Executive Vice-President, Corporate Secretary, Treasurer and any Vice-President designated by the Board of Directors shall be elected for a one (1)-year term at the first meeting of the Board of Directors held immediately after every Annual General Meeting.

The Board of Directors may, by resolution, fill any officer vacancy which may occur, for whatever reason, and the newly appointed officer shall hold office for the remaining term of the officer such newly appointed officer is replacing until the next Annual General Meeting following such term or until the election of such newly appointed officer's successor.

### **Sec. 3 – Duties**

The responsibilities of the designated officers of the Association shall be as described below. The Board of Directors may appoint additional Vice-Presidents with certain responsibilities as may be required from time to time.

**THE PRESIDENT** shall be the principal executive officer of the Association and as such shall be responsible for the administration of all of the affairs of the Association under its Constitution and these By-Laws, for overall leadership in the development

of policy, organization and the achievements of the Association's objectives. Specifically, the President shall:

- a) Preside at Annual General Meetings and Special Meetings and at meetings of the Board of Directors.
- b) Be an *ex officio* member of all committees of the Board of Directors.
- c) Act as the official representative between the Association and the University administration and act in a similar capacity on all other such occasions where it is customary for an officer to do so.
- d) Act as a signing officer of the Association.
- e) Perform such other duties as may be assigned by the Board of Directors.

**THE EXECUTIVE VICE-PRESIDENT** shall be responsible for assisting the President in carrying out the objectives of the Association, and for acting for and on behalf of the President in the event of the Executive Vice-President's inability or refusal to act. Specifically, the Executive Vice-President shall:

- a) Act for and on behalf of the President when so required.
- b) Perform such other duties as may be assigned by the President or Board of Directors.

**THE CORPORATE SECRETARY**, with the assistance of the Administrative Secretary, shall:

- a) Ensure that official copies of the Constitution of the Association and these By-Laws are maintained.
- b) Ensure that the Administrative Secretary acts as custodian of all records of the Association.
- c) Record the minutes of all Annual General Meetings and Special Meetings and at meetings of the Board of Directors.
- d) Ensure that appropriate records regarding the following are maintained:
  - i) attendance at meetings of the Board of Directors;
  - ii) list of the officers of the Association; and
  - iii) list of the committees of the Board of Directors and of the members thereof.

- e) Ensure that official correspondence, as may be directed by the President, including, without limitation, the issuance of meeting notices, are handled”.
- f) Ensure that all motions and resolutions are properly moved and seconded and duly recorded.
- g) Perform such other duties relating to the Corporate Secretary’s office as may be requested by the Board of Directors.

**THE ADMINISTRATIVE SECRETARY**, in collaboration with the Corporate Secretary, shall act as custodian of all Association records, handle official correspondence, compile and maintain accurate membership records and official copies of the Constitution of the Association and these By-Laws and maintain records of each Director with respect to attendance at meetings, offices held and committee assignments. The Administrative Secretary, being a non-elected office filled by a staff member of the University’s Alumni Engagement unit, shall also assist the Corporate Secretary in the performance of the Corporate Secretary’s duties as well as any other duty that may be requested by the Board of Directors, with the exception of any duty requiring the right to vote.

**THE TREASURER** shall be responsible for the collection, the safe keeping, and the disbursement of the funds of the Association. Specifically, the Treasurer shall:

- a) Prepare, in collaboration with the President, an annual budget for the Association’s operation and submit it to the Board of Directors for approval.
- b) Review the Association’s bank account, and all money received from various sources.
- c) Ensure that an adequate record of all receipts and disbursements, with enough supporting detail to meet audit requirements is maintained.
- d) Act as a signing officer of the Association.
- e) Present financial reports at every meeting of the Board of Directors to clearly indicate the true financial position of the Association.
- f) Perform such other duties relating to the Treasurer’s office as may be requested from time to time by the Board of Directors.

**THE IMMEDIATE PAST PRESIDENT** shall be the individual who had served as President immediately prior to the then current President and shall be responsible for assisting the President in the accomplishment of the President’s duties and supplying to the Board of Directors administrative continuity.

## **IX. AUDITORS**

Auditors, either chartered accountants or other persons qualified to practice the profession of accountancy, shall be appointed by the Members at each Annual General Meeting. The auditors shall examine the books of the Association and shall report in writing at each Annual General Meeting.

## **X. INDEMNIFICATION AND PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

### **Sec. 1 – Liability**

No Director or officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director, officer or employee of the Association, or for joining any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on such Director's or officer's part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of such Director's or officer's office or in relation thereto, provided that nothing herein shall relieve any Director or officer from the duty to act in accordance with the *Companies Act*, LQLR c.C-38 (the "Act") and the regulations thereunder or from liability for any breach thereof.

### **Sec. 2 – Indemnification**

Subject to the Act, the Association shall indemnify a Director or officer of the Association, a former Director or officer of the Association or another individual who acts or acted at the Association's request as a director or officer or in a similar capacity of another entity, against all costs, charges and expenses, including, without limitation, an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Association or other entity if:

- i. Such individual acted honestly and in good faith with a view to the best interests of the Association or, as the case may be, to the best interests of such other entity for which such individual acted as director or officer or in a similar capacity at the Association's request; and



- ii. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, such individual had reasonable grounds to believe that such individual's conduct was lawful.

The Association shall advance the necessary moneys to a Director, officer of the Association or other such individual for the costs, charges and expenses of a proceeding referred to previously. Such individual shall repay the moneys if the individual does not fulfill the aforementioned conditions.

The Association shall also indemnify such individual in all such other matters, actions, proceedings and circumstances as may be permitted or required by the Act. Nothing in these By-laws shall limit the right of any person entitled to indemnity to claim indemnity separate and apart from the provisions of these By-laws.

### **Sec. 3 – Insurance**

Subject to the Act, the Association shall use commercially reasonable efforts to purchase and maintain insurance for the benefit of an individual referred to Section 2 of this Article X against any liability incurred by such individual in his capacity as a Director or officer of the Association or in such individual's capacity as a Director or officer of the Association, or similar capacity, of another entity, if such individual acts or acted in such capacity at the Association's request.

## **XI. SIGNED BY-LAWS AND RESOLUTIONS**

All by-laws and resolutions of the Directors shall be made, enacted or passed at duly convened meetings of the Directors; provided, however, that the signature of all the Directors to any By-Law or resolution which might be made, passed or enacted by the Directors at a meeting of the Directors shall give to such By-Law or resolution the same force and effect as if the same had been unanimously made, passed or enacted by all the Directors at a meeting held to consider the same, and such By-Law or resolution shall be considered as the minutes of a meeting of the Directors duly called for the purpose and held on the date given to the meeting by the By-Law or resolution. Any By-law or resolution may be executed in several counterparts, each of which, when so executed, shall be deemed to be an original and which counterparts together shall constitute one and the same document; the execution of such By-law or resolution may be done by pdf or any other electronic means, and any signature contained hereon by pdf or any other electronic means shall be deemed to be equivalent to an original signature for all purposes.

## **XII. AFFIDAVITS AND DECLARATIONS**

The officers of the Association and such other person or persons as the Board of Directors may appoint, or any of them, or any member of the Board of Directors, are authorized and empowered to appear and make answer for the Association to all writs, orders, and interrogatories upon articulated facts issued out of any court, to

declare for on behalf of the Association in answer to writs of attachment by way of garnishment in which the Association is garnishee, to make all affidavits and sworn declarations in connection therewith or in connection with any and all judicial proceedings to which the Association is a party, to make petitions in bankruptcy, or for winding up orders upon any of the debtors of the Association, to attend and vote at all meetings of creditors and grant proxies in connection therewith.

### **XIII. BANKING**

Cheques, drafts, promissory notes and other instruments of a similar nature shall be signed or endorsed by such officer or officers of the Association or such other persons as the Board of Directors shall from time to time direct.

### **XIV. FEES**

Each Member may, in order to remain a Member in good standing of the Association, be called upon by the Board of Directors from time to time to pay an annual subscription for such a membership.

### **XV. FOUNDING INSTITUTIONS CHAPTERS, CHAPTERS AND CLUBS**

#### **Sec. 1 – History**

The members of Loyola of Montreal Alumni Association Inc., incorporated under Part III of the *Companies Act* (Quebec) on January 12, 1971, amalgamated with the Association on May 28, 2014 in order to preserve its legacy and to fully integrate its activities within the Association and was thereafter known as the Loyola Alumni Founding Chapter, as per the amalgamation agreement in connection therewith.

The members of Association of Alumni of Sir George Williams University, incorporated under Part III of the *Companies Act* (Quebec) on September 16, 1957, amalgamated with the Association on May 28, 2014 in order to preserve its legacy and to fully integrate their activities within the Association and was thereafter known as the Sir George Williams University Alumni Founding Chapter, as per the amalgamation agreement in connection therewith.

#### **Sec. 2 – Chapter Requirements**

Persons eligible for membership in the Association, residing in a given locality outside of Metropolitan Montreal, may form a local organization which, upon approval of the Board of Directors, may be enrolled as a chapter of the Association (a “Chapter”); provided, however, that the constitution or by-laws by which it shall be governed shall be in conformity with the rules related to Chapters that may be adopted from time to time by the Board of Directors and shall not be in conflict with these By-Laws.

A Chapter is an officially recognized organization which has a minimum three (3)-member executive which organizes at least two (2) events/activities in a calendar year for two (2) consecutive years in a geographical area and represents a minimum of fifty (50) alumni in such geographical area.

### **Sec. 3 – Clubs**

A club or Members who share a common interest, nationality or background, or a course of study, regardless of locality, may form an organization which, upon approval of the Association's Board of Directors, may be enrolled as a club or group of alumni; provided, however, that the constitution or by-laws by which it shall be governed shall be in conformity with the rules related to such clubs or groups that may be adopted from time to time by the Board of Directors and shall not conflict with these By-Laws.

### **XVI. AMENDMENTS**

These By-Laws may be amended upon the recommendation of the Board of Directors, such recommendation to be in the form of a special resolution of the Board of Directors; provided that such amendment shall only have force and effect when sanctioned by the vote of not less than two-thirds (2/3) of the Members present and voting at a Special Meeting duly called and held for such purpose pursuant to these By-Laws.

### **XVII. FURTHER PROVISIONS**

The Board of Directors may, by by-laws duly sanctioned by the Members as herein provided, or by resolution, do each and every one of the following:

- a) Provide for the fiscal, financial, banking and monetary needs of the Association.
- b) Create and dissolve committees it may judge appropriate for the attainment of the objects of the Association.
- c) Sponsor, promote and support any project or program consistent with the purposes and objectives of the Association.
- d) Enter into arrangements with any other sector of the academic community of the University for representation of the Association on such body or for granting of representation to such body within the Association, or for any other reason whatever.
- e) Provide for the amalgamation or merger of the Association with any similar association of alumni or graduate society of any other educational institution which may become associated with the University or otherwise.

These General By-Laws (adopted by the Board of Directors and RATIFIED by the Members on May 28, 2014) were:

- (i) AMENDED by the Board of Directors on November 20, 2014 and June 18, 2015 and RATIFIED by the Members on September 10, 2015;
- (ii) Further AMENDED by the Board of Directors on June 9, 2016 and RATIFIED by the Members on September 15, 2016;
- (iii) Further AMENDED by the Board of Directors on June 5, 2018 and RATIFIED by the Members on September 20, 2018;
- (iv) Further AMENDED by the Board of Directors on September 2, 2020 and RATIFIED by the Members on September 30, 2020; and
- (v) Further AMENDED by the Board of Directors on September 11, 2023 and RATIFIED by the Members on September 28, 2023.
- (vi) Further AMENDED by the Board of Directors on August 26, 2024 and RATIFIED by the Members on September 9, 2024.

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Corporate Secretary