

GENERAL BY-LAW 03/2003

of

NATIONAL ASSOCIATION OF CAREER COLLEGES (L'ASSOCIATION NATIONALE DES COLLÈGES DE CARRIÈRES)

ARTICLE 1 - INTERPRETATION

1.01 **Definitions** - In this by-law, unless the context otherwise requires:

- b. **Act** means the *Canada Corporations Act* and any statute that may be substituted therefor, as from time to time amended;
- c. **appoint** includes **elect** and vice versa;
- d. **Articles** means the Letters Patent of Incorporation of the Association dated the 4th day of May, 1964 as from time to time amended or restated;
- e. **Association** means the corporation incorporated under the Act on May 4, 1964 by Letters Patent of Incorporation under the name **Association of Canadian Commercial Colleges (L'Association Canadienne Des Colleges Commerciaux)**, which name was changed on September 30, 1976 by Supplementary Letters Patent of Incorporation to **Association of Canadian Career Colleges (L'Association Canadienne Des Colleges Carriere)** and then changed on July 30, 1990 by Supplementary Letters Patent of Incorporation to **NATIONAL ASSOCIATION OF CAREER COLLEGES (L'ASSOCIATION NATIONALE DES COLLÈGES DE CARRIÈRES)**;
- f. **Board** means the Board of Directors of the Association;
- g. **by-laws** means this by-law and all other by-laws of the Association from time to time in force and effect;
- h. **meetings of members** means annual meetings of members or special meetings of members;
- i. **NACC** means National Association of Career Colleges;
- j. **Provincial Association** means a provincial association of Private Educators that is a member of NACC;
- k. **Private Educators** means private firms or corporations that are either registered with a provincial authority or a member in good standing of a Provincial Association and provide education or training to the general public.

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and words importing the singular include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; words importing persons include individuals, partnerships and bodies corporate.

ARTICLE 2 - OBJECTIVES OF THE ASSOCIATION

2.01 **Objectives** - The objectives of the Association are as follows:

- a. to establish an organization that will be properly representative of Private Educators in Canada on a policy level;
- b. to promote the development of an association in each province to present the views of Private Educators to provincial authorities and other agencies;
- c. to promote the interest and general welfare of the private education and training industry in Canada;
- d. to create and maintain a national climate within which Private Educators may better train students in the knowledge and skills required in business, industry and government;
- f. to promote high educational standards and develop a code of ethics for Private Educators in Canada;
- g. to collect statistical and other such information, and disseminate it to members, to guidance counsellors and to the general public;
- h. to conduct general promotional activities, including advertising and publicity on a national and provincial level;
- i. to disseminate information of a general, economic, social, educational and governmental character and to secure and present the views of members to other organizations, governmental agencies, legislatures and the public;
- j. to seek representation by Private Educators on federal and provincial boards;
- k. to promote the recognition of private education and training by business and educational authorities and to help create a climate within which students attending private educational institutions are treated equitably and fairly with respect to such matters as financial aid, government funding, recognition of educational credentials and all other matters that relate to the students' choice of educational or training institution;
- l. to offer and promote national standards for entry-level positions normally requiring post-secondary training.

ARTICLE 3 - BUSINESS OF THE ASSOCIATION

3.01 **Corporate Seal** - Until changed by the Board, the corporate seal of the Association shall be in the form impressed in the margin hereof and shall be in the custody of the Secretary of the Association.

3.02 **NACC Logo** - Any member in good standing may use or publish a copy of the official logo of the Association on such member's stationery, advertising, literature or other materials.

3.03 **Limitation of Right to Use of NACC Logo** - The right to use the logo of the Association does not constitute authority by individual members to submit briefs or make

- presentations on behalf of the Association without the prior approval of the Board.
- 3.04 **Termination of Right to Use of NACC Logo** - The right of any member to use or publish the logo of the Association shall terminate upon the termination of such member's membership, and the logo shall be eliminated from all stationery, advertising, literature or other materials within thirty (30) days of termination of membership unless such period is extended by resolution of the Board in the case of hardship.
- 3.05 **Financial Year** - Until changed by the Board, the financial year of the Association shall end on the last day of December in each year.
- 3.06 **Registered Office** - Until changed in accordance with the Act, the registered office of the Association shall be in the City of Brantford, in the Province of Ontario at such location as the Board may from time to time determine by resolution.
- 3.07 **Execution of Instruments** - Contracts, deeds, transfers, assignments, obligations, certificates and other instruments may be signed on behalf of the Association by two persons who hold the office of president, past president, vice president, secretary or treasurer, or by any one of such officers together with a director. In addition, the Board may from time to time direct the manner in which any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal of the Association to any instrument requiring same.
- 3.08 **Banking Arrangements** - The banking business of the Association including, without limitation, the borrowing of money and the giving of security therefor shall be transacted with such banks, trust companies or other organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegation of powers as the Board may from time to time prescribe or authorize.
- 3.09 **Appointment of Auditor** - The members of the Association shall, at each Annual General Meeting of Members, appoint an auditor to audit the books and accounts of the Association and to provide to the members financial statements and an auditor's report within a reasonable time after the end of the Association's fiscal year. Such auditor shall hold office until the next Annual General Meeting of members, **provided however** that the Board may fill any vacancy which may occur for the balance of the fiscal year.

ARTICLE 4 - MEMBERSHIP

- 4.01 **Classes of Members** - There shall be four classes of members in the Association: **Provincial Association Members, Active Members, Associate Members and Honourary Members.**
- 4.02 **Provincial Association Members** - A Provincial Association Member is any provincial association that has entered into a Membership Agreement with NACC and represents Private Educators in one of the provinces in Canada.
- 4.03 **Active Members** - An **Active Member** is any Private Educator actively engaged in the business of private education and training in Canada and that is:
- a. a member in good standing of a Provincial Association Member; **or**

- b. accepted as a member by the Board **and** has paid the required annual membership fees, if there is no Provincial Association Member in the province in which the institution operates; **or**
 - c. an institution providing distance education that does not qualify as a member of a Provincial Association Member, that has been accepted as a member by the Board **and** has paid the required annual membership fees.
- 4.04 **Associate Members** - An **Associate Member** is any person, firm or corporation that:
- a. is engaged in a trade, business or profession which in the ordinary course of business supplies goods or services used by Private Educators; **or**
 - b. operates as a Private Educator outside of Canada; **and**
 - c. has been accepted as a member by the Board; **and**
 - d. has paid the required annual membership fees as determined from time to time by the Board.
- 4.05 **Honourary Members** - The Board in its sole discretion may designate such persons as it sees fit from time to time as **Honourary Members**. Honourary membership may be terminated at any time by the Board.
- 4.06 **Membership for Multiple Locations** - Private Educators operating multiple locations shall apply for an **individual Active Membership for each location**.
- 4.07 **Voting Privileges** - Each **Active Member** shall be entitled to **one vote** at meetings of members of the Association. Each **Provincial Association Member** shall be entitled to appoint to the Board one person representing an institution which is a member of the provincial Association, but shall not have any other voting privileges at meetings of members of the Association. **Associate Members** and **Honourary Members shall not be entitled to vote** at meetings of members.
- 4.08 **Withdrawal from Membership** - Any Active Member may withdraw from the Association by notice in writing delivered to the Head Office of the Association indicating the effective date of such member's withdrawal, and if no date of withdrawal is indicated in the notice, the date of receipt by the Head Office of such notice of withdrawal shall be the effective date of the termination of the membership. Any Provincial Association Member may withdraw from the Association by notice in writing delivered to the Head Office of the Association 90 days prior to the end of the NACC membership year.
- 4.09 **Expulsion or Suspension of Members** - A member may be expelled or suspended by a resolution passed by a two-thirds majority of the Board:
- a. if such member has violated the by-laws, standing rules or code of ethics of the Association or any federal, provincial or municipal statute;
 - b. if such member has been expelled from a Provincial Association Member;
 - c. if the conduct of such member or an owner, director, officer or employee of such member is prejudicial to the interests of the Association.

- 4.10 **Right to Vote on Expulsion or Suspension** - No director who represents or is associated with a member shall have the right to vote on the expulsion or suspension of such member.
- 4.11 **Notice of Expulsion or Suspension** - Save and except for termination for failure to pay membership dues pursuant to Article 5.04 in which no notice shall be required, a notice in writing of expulsion or suspension shall be sent to such member by registered mail at least 45 days before such member is expelled or suspended. Such notice shall outline the reasons for the expulsion or suspension and shall state the time and place of the meeting of the Board at which such expulsion or suspension shall be considered.
- 4.12 **Right to Appeal Expulsion or Suspension** - A member who has received notice of expulsion or suspension shall have the right to appear in person or by a representative before the Board at the meeting of the Board at which such expulsion or suspension shall be considered, or to submit an appeal in writing to such meeting of the Board.
- 4.13 **Right to Re-apply for Membership** - A member who is expelled or suspended as a member of the Association shall be entitled to apply for re-instatement of the membership at any time after one year has elapsed from the date of expulsion or suspension.
- 4.14 **Loss of Membership Privileges** - A member who withdraws from membership or is expelled or suspended shall immediately lose all membership privileges.
- 4.15 **Surrender of Association records** - A member who withdraws from membership or is expelled or suspended shall forthwith surrender to the Association all documents, books, records or other property of the Association in such member's possession.

ARTICLE 5 - MEMBERSHIP FEES AND SPECIAL ASSESSMENTS

- 5.01 **Membership Fees** - Membership fees payable to the Association by **Active Members** shall be determined by the Board from time to time and ratified by the Active Members at an annual general or special meeting of members of the Association. Membership fees payable by **Associate Members** shall be determined by the Board from time to time as provided in Section 4.04 of this by-law. No membership fees are payable by **Honourary Members**.
- 5.02 **Change in Membership Fees** - Any change in membership fees payable by **Active Members** shall be effective on the date such change is ratified and approved by a majority of the Active Members at an annual general or special meeting of members, or on the date specified for such change by the Active Members. Any change in membership fees payable by **Associate Members** shall be effective on the date such change is approved by the Board or on the date specified for such change by the Board.
- 5.03 **Due Date for Membership Fees** - Membership fees are payable in advance on or before the 1st day of January in each year.
- 5.04 **Termination of Membership for Non-payment** - Any member whose membership fees are not paid within three (3) months of the date on which such membership fees are due to be paid (the "Date of Default") shall be deemed to be in default. The Board may terminate the membership of any member in default without notice, in which case the membership shall be deemed to have been terminated on the Date of Default.

- 5.05 **Special Assessments** - The Board in its discretion shall have the authority from time to time to propose a special assessment on active members in addition to the regular membership fees payable by active members.
- 5.06 **Payment of Full Membership Fees** - A member admitted to membership within the first three months of a membership year shall be required to pay the full amount of the annual membership fees for that year.
- 5.07 **Payment of Partial Membership Fees** - Membership fees for members admitted to membership at any time after the expiration of the first three months of a membership year shall be prorated on a quarterly basis.

ARTICLE 6 - DIRECTORS

- 6.01 **Number of Directors** - Until changed in accordance with the Act the Board shall consist of not less than 3 and not more than 16 directors.
- 6.02 **Quorum for Directors' Meetings** - A quorum for the transaction of business at any meeting of the Board shall be a majority of Directors.
- 6.03 **Composition of the Board of Directors** - The Board shall be comprised as follows:
- a. 1 director to be appointed by each Provincial Association Member; and
 - b. 5 directors to be elected by the Active Members at the Annual General Meeting of Members; **and**
 - c. the Past President of the Association.
- 6.04 **Term** - In the first year in which this by-law is in effect, directors shall hold office for the following terms:
- a. One-half of the Provincial Association Members, drawn at random by the Board of Directors, shall appoint a representative to the Board of Directors of the Association for a term of 2 years; the remaining Provincial Association Members shall appoint a representative to the Board of Directors of the Association for a term of one year;
 - b. Following the election of the 5 directors to be elected by the Active Members, the Chairperson of the Nominating Committee shall draw lots. The first 3 names drawn shall be elected for a term of 2 years; the remaining 2 names shall be elected for a term of one year.

Thereafter, directors shall hold office for a term of two years commencing immediately after the Annual General Meeting of Members at which such directors are elected and terminating at the conclusion of the Annual General Meeting of Members in the year in which such director's term of office expires. Directors shall, if otherwise qualified, be eligible for re-election.

- 6.05 **Duties of the Board of Directors** - The Board of Directors shall carry out the purposes and objects of the Association and shall, among other things:
- a. manage the business, authorize disbursement of funds and generally administer the affairs of the Association;

- b. admit, suspend or expel members in accordance with this by-law;
 - c. appoint committees either generally or with particular purposes consisting of members of the Board or Active Members of the Association;
 - d. retain, designate the duties and authorities of and discharge employees and/or agents;
 - e. print and circulate documents and publish articles;
 - f. do all such other things as the directors deem proper or expedient to promote the objects of the Association and to protect the interests and welfare of the Association and its members.
- 6.06 **Regulations re Management of Association** - The Board may from time to time prescribe such rules and regulations as are not inconsistent with this by-law relating to the management and operation of the Association as the Board shall deem necessary or desirable, **provided however** that such rules and regulations shall have force and effect only until the next Annual General Meeting of Members at which such rules and regulations shall be confirmed by a majority of the Active Members present and entitled to vote, failing which such rules and regulations shall immediately cease to have force and effect.
- 6.07 **Vacation of Office** - A director shall cease to be a director if:
- a. such director resigns from office by delivering a written resignation to the President, the Secretary or the Chief Administrative Officer of the Association;
 - b. such director is removed from office at a Special General Meeting of members by a resolution passed by three-quarters of the members present at such meeting;
 - c. the Active Member of which such director is an owner, director, officer, manager or employee is expelled or suspended;
 - d. such director ceases to be qualified for election as a director; or
 - e. such director dies or becomes bankrupt.
- 6.08 **Vacancies** - The Board may by resolution fill any vacancy on the Board with an Active Member in good standing, and such director shall hold office until the next Annual General Meeting of Members.
- 6.09 **Action by the Board** - The powers of the Board may be exercised by resolution passed at a meeting of directors at which a quorum is present, or by resolution in writing signed by all the directors who would have been entitled to vote on such resolution at a meeting of the Board. Where there is a vacancy on the Board, the remaining directors may exercise all the powers of the Board so long as a quorum remains in office.
- 6.10 **Meetings by Telephone** - A meeting of the Board or of a committee of the Board may be held by means of telephone or other communication facilities provided that:
- a. the directors consent to such meeting being held, which consent may be given with respect to all meetings of the Board or of a committee of the Board while directors hold office;

- b. all persons participating in such meeting are able to hear each other; and
- c. minutes of such meetings are prepared and circulated to the Board.

Directors participating in such meeting are deemed to be present at the meeting.

- 6.11 **Place of Meetings** - Meetings of the Board may be held at any place in or outside Canada.
- 6.12 **Calling of Meetings** - Meetings of the Board shall be held at such times and at such places as the Board may from time to time determine. Meetings of the Board may be called by the President or by request in writing by any 4 directors.
- 6.13 **Notice of Meetings** - Notice of the time and place of each meeting of the Board shall be given by the President, the Secretary or the Chief Administrative Officer to each director and officer not less than 14 clear days before the time when the meeting is to be held. Notice may be delivered personally or sent by prepaid post, facsimile or other electronic transmission to the last known recorded address of each director and officer.
- 6.14 **Votes to Govern** - At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chairperson shall not be entitled to a second or casting vote, and the motion shall be deemed to have been defeated.
- 6.15 **Absences** - A director who is unable to attend a meeting of the Board of which such director has received notice shall notify the President, the Secretary or the Chief Administrative Officer of such director's inability to attend. If a director is absent from three consecutive meetings of the Board, such director's position may be declared vacant by the Board and the vacancy may be filled by the Board until the next Annual General Meeting of Members.
- 6.16 **Who May Attend Board Meetings** - Any member of the Association shall be entitled to attend meetings of the Board, except those portions of the meeting closed to discuss personnel matters, and shall have no vote but shall have right to voice at the discretion of the Board.

ARTICLE 7 - OFFICERS

- 7.01 **Number of Officers** - The officers of the Association shall be President, Vice President, Secretary and Treasurer. The offices of Secretary and Treasurer may but need not be held by one person.
- 7.02 **Qualification** - Only members of the Board shall be eligible for election as officers of the Association. No director shall be eligible for election to the office of President unless such director has served at least one year as a member of the Board.
- 7.03 **Term of Office** - Officers shall be elected by the Board of Directors immediately following the Annual General Meeting of Members for a term of one year and shall, if otherwise qualified, be eligible for re-election. The President shall not be eligible for election for more than two consecutive terms. An officer's term of office shall commence immediately after the meeting of the Board of Directors at which such office is elected and terminate at the conclusion of the Annual General Meeting of Members in the year in which such officer's term expires.

- 7.04 **Vacation of Office** - An officer shall cease to hold office if such officer:
- a. resigns from office by delivering a written resignation to the President, the Secretary or the Chief Administrative Officer of the Association;
 - b. ceases to be a director; or
 - c. is removed from office by majority vote of the Board.
- 7.05 **Vacancies** - In the event a vacancy occurs in any office on the Executive Committee, the Board of Directors shall by resolution fill such vacancy from the remaining directors on the Board and such officer shall hold office until the conclusion of the next Annual General Meeting of Members.
- 7.06 **President** - The President shall be the Chief Executive Officer of the Association and shall:
- a. preside at all meetings of the Board and at all meetings of Members of the Association;
 - b. have general supervision of the business and affairs of the Association;
 - c. sign or designate the chief administrative officer at the Head Office of the Association to sign all certificates of membership and all contracts;
 - d. make reports to the Board and to the Members of the Association;
 - e. perform such other duties as are incidental to the office of President or as the Board or the Executive Committee shall specify.
- 7.07 **Vice President** - The Vice President of the Association shall:
- a. in the absence, inability or death of the President, perform all of the duties and exercise all of the powers of the President;
 - b. serve as Chairperson of one or more of the committees of the Association;
 - c. perform such other duties as the President, the Board or the Executive Committee shall specify.
- 7.08 **Secretary** - The Secretary of the Association shall:
- a. give notice of meetings of directors and of the annual general or any special meeting of members;
 - b. keep full and complete minutes of all meetings of directors and members;
 - c. make such reports, perform such duties and keep such records as are incidental to the office of Secretary or as the President, the Board or the Executive Committee shall specify;
 - d. perform such other duties as the President, the Board or the Executive Committee shall specify.
- 7.09 **Treasurer** - The Treasurer of the Association shall:

- a. have custody of the funds and securities of the Association;
- b. deposit the funds and securities of the Association in the name of the Association in such bank or banks or other lending institutions as the Board may specify from time to time;
- c. disburse the funds of the Association in accordance with the instructions of the Board;
- d. keep adequate books of account and at all reasonable times make them available to any director or member of the Association; and
- e. make such reports, perform such duties and keep such records as are incidental to the office of Treasurer or as the President, the Board or the Executive Committee shall specify;
- f. perform such other duties as the President, the Board or the Executive Committee shall specify.

ARTICLE 8 - ADMINISTRATION

- 8.01 **Executive Committee** - The immediate Past President, the President, the Vice President, the Secretary and the Treasurer shall constitute the **Executive Committee**. The Board shall grant to the Executive Committee such powers as it shall see fit from time to time. The Executive Committee shall formulate its own rules of procedure, subject to such regulations or directives as the Board may make from time to time.
- 8.02 **Meetings of Executive Committee** - Notice of the time and place of each meeting of the Executive Committee shall be given by the President, the Secretary together with one other officer or the Chief Administrative Officer to each member of the Executive Committee not less than 14 clear days before the time when the meeting is to be held. Notice may be delivered personally or sent by prepaid post, facsimile or other electronic transmission to the last known recorded address of each member of the Executive Committee.
- 8.03 **Quorum** - A majority of members of the Executive Committee present in person shall form a quorum for the transaction of business at any meeting of the Executive Committee.
- 8.04 **Appointment of Executive Director** - The Board in its discretion may appoint or hire an Executive Director, who shall hold such office during the pleasure of the Board on such terms and conditions and subject to such contracts or agreements as may be mutually agreed upon between the Board of Directors and such Executive Director.
- 8.05 **Duties of Executive Director** - The Executive Director of the Association shall:
- a. be responsible for all legislative services and lobbying functions and represent the Association in dealings and negotiations with provincial and federal authorities in promoting the role of private vocational institutions within the system of education in Canada;
 - b. prepare legislative reports for the Board of Directors of the Association;
 - c. represent the Association on national committees as may be required from time

to time;

- d. have such other powers and perform such other duties as may be specified from time to time by the Board of Directors or the Executive Committee.

8.06 **Appointment of Chief Administrative Officer** - The Board in its discretion may appoint or hire a Chief Administrative Officer, who shall hold such office during the pleasure of the Board on such terms and conditions and subject to such contracts or agreements as may be mutually agreed upon between the Board and such Chief Administrative Officer.

8.07 **Duties of Chief Administrative Officer** - The Chief Administrative Officer of the Association shall:

- a. be the principal administrative officer of the Association responsible for the management and supervision of the Head Office of the Association and the staff employed by Head Office and all those administrative functions relating to the management of the Head Office of the Association as more particularly set forth in the job description of the Chief Administrative Officer from time to time;
- b. have such other powers and perform such other duties as may be specified from time to time by the Board of Directors or the Executive Committee.

ARTICLE 9 - COMMITTEES

9.01 **Appointment of Committees** - The Board, or the President with the consent and approval of the Board, may appoint members or others to special committees or standing committees and shall designate the Chairperson of each such committee. Unless otherwise unanimously agreed upon by the Board, appointment to a committee shall terminate at the conclusion of the next Annual General Meeting of Members.

9.02 **Qualification of Committee Members** - The Chairperson of any committee established by the Board shall be appointed from amongst the members of the Board of the Association. The President shall be an ex-officio member of all committees.

9.03 **Transaction of Business** - The powers of a committee may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of committees may be held at such time and place as the committee may from time to time deem necessary or desirable.

9.04 **Quorum** - A majority of the members of a committee present at a meeting shall constitute a quorum for the transaction of business.

9.05 **Notice of Meetings** - The Chairperson of the committee shall notify all members of the committee of the time, place and intended purpose of the meeting at least 14 days prior to the date of the meeting.

9.06 **Report and Approval of Activities** - The Board shall be required to give policy direction to each committee. The Board may assign duties to committees and remove any committee member or Chairperson. No committee shall develop policy for the Association without the approval of the Board. All committees must report all activities to the Board and obtain the approval of the Board for their activities.

ARTICLE 10 - ELECTION OF DIRECTORS

10.01 **Nominating Committee** - The Board shall appoint a Nominating Committee at the meeting of the Board immediately following the annual General Meeting of Members.

10.02 **Qualification and Composition of Nominating Committee** - The Nominating Committee shall be comprised of three persons:

- a. the Past President who shall be Chairperson; and
- b. two persons appointed by the Board from amongst representatives of Active Members.

10.03 **Term** - Members of the Nominating Committee shall be appointed for a one year term commencing on the date of such appointment and terminating at the conclusion of the next Annual General Meeting of Members.

10.04 **Provincial Association Appointments** - Each Provincial Association Member shall appoint one person from amongst the owners, operators, managers and directors of its members as its representative on the Board of Directors of the Association and shall submit to the Chief Administrative Officer the name of such appointee at least 60 days prior to the Annual General Meeting of Members.

10.05 **Slate of Directors** - The Board shall, at least 60 days prior to the Annual General Meeting of Members, advise the Chairperson of the Nominating Committee of the number of vacancies on the Board to be filled by election of members at the Annual General Meeting of Members of the Association.

10.06 **Duties of Nomination Committee** - The Nominating Committee shall, after obtaining the consent of the nominees, provide to the Chief Administrative Officer at least 45 days prior to the Annual General Meeting of Members a slate of directors to fill any vacancies on the Board required to be filled by election of the Active Members.

10.07 **Circulation of Slate of Directors and Officers** - The Chief Administrative Officer shall, at least 21 days prior to the Annual General Meeting of Members, circulate to all Active Members, along with a notice of the Annual General Meeting, the following:

- a. a list of the directors appointed to the Board by Provincial Associations Members; and
- b. the slate of directors submitted by the Nominating Committee to fill the vacancies on the Board on which the Active Members have a right to vote.

10.08 **Nominations from the Floor** - Nominations for any vacancy on the Board required to be filled by election of the Active Members may be made from the floor by any Active Member.

10.09 **Election by Acclamation** - If no nominations are made from the floor, the slate of Directors presented by the Nominating Committee shall be deemed to have been elected by acclamation.

10.10 **Voting** - Directors required to be elected by the Active Members shall be elected by majority vote at the Annual General Meeting of Members, and each Active Member shall be entitled to **one vote**.

ARTICLE 11 - PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

- 11.01 **Limitation of Liability** - Subject to the provisions of the Act, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee 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 tortious 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 the part of any director or officer or from any other loss, damage or misfortune whatever which shall happen in the execution of the duties of such director or officer or in relation thereto unless the same are occasioned by the wilful neglect or default of such director or officer; **provided however** that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.
- 11.02 **Indemnity** - Subject to the limitations contained in the Act, the Association shall indemnify each director, officer, committee member, member of the National Standards Commission, member of any appeals panel or any other person who undertakes any liability on behalf of the Association, and their respective heirs and legal representatives, from and against all costs, charges and expenses reasonably incurred in respect of any claim, suit or proceeding brought against such party by reason of his or her involvement in the Association, including any amount paid to settle an action or satisfy a judgment unless:
- a. such person shall be held to be liable for wilful misconduct or negligence in the final judgment in any claim, suit or proceeding; or
 - b. where there is no final judgment, the members of the Association in general meeting determine by majority vote that such party suffered or incurred such costs, charges or expenses as a result of wilful misconduct or negligence.

ARTICLE 12 - MEETINGS OF MEMBERS

- 12.01 **Annual Meetings** - Unless the members otherwise resolve, the Annual General Meeting of Members of the Association shall be held at such time in each year and at such place in or outside of Canada as shall be determined from time to time by the Board, for the following purposes:
- a. to receive the annual report of the directors;
 - b. to approve financial statements;
 - c. to elect directors;
 - d. to appoint an auditor;
 - e. to transact such other business as may be necessary.
- 12.02 **Special Meetings** - The President or a majority of directors shall have the power to call a special meeting of members at any time.

- 12.03 **Notice of Annual General Meeting of Members** - Notice of the time and place of each meeting of members shall be signed by the President, Secretary or Chief Administrative Officer and shall be delivered personally or sent by prepaid post, facsimile or other electronic transmission to the last known recorded address of each member of the Association not less than 21 days before the date of the meeting. Notice of a meeting of members called for any purpose other than consideration of financial statements and auditor's report, election of directors and officers and the reappointment of the incumbent auditor shall state the nature of such business in sufficient detail to permit the member to form a reasoned judgement thereon, and shall state the text of any special resolution to be submitted to the meeting. Any member may in any manner waive notice of or otherwise consent to a meeting of members.
- 12.04 **Quorum** - A quorum for the transaction of business at any meeting of members shall be **ten (10) Active Members** present in person and entitled to vote thereat. If no quorum is present, the Chairperson may adjourn the meeting from time to time until a quorum is present.
- 12.05 **Right to Vote** - Each **Active Member** of the Association shall be entitled to **one vote**. The vote of each Active Member may be cast only by an owner, director, officer, manager or employee designated in writing by the Active Member. **Associate Members**, employees of Associate Members or their wholly-owned subsidiaries and **Honourary Members** shall be entitled to attend meetings of members and the Annual Convention of the Association, but shall not be entitled to vote at meetings of members.
- 12.06 **Loss of Right to Vote** - Any Active Member whose membership fees are delinquent shall not be entitled to vote at meetings of members and shall not be furnished with a ballot, and any vote cast by such delinquent Active Member shall be null and void.
- 12.07 **Votes to Govern** - At any meeting of members every question shall, unless otherwise required by the Act, the articles or the by-laws of the Association, be determined by a majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the Chairperson shall not be entitled to a second or casting vote, and such motion shall be deemed to have been defeated.
- 12.08 **Voting Procedure** - Any question at a meeting of members shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. A declaration by the Chairperson that the vote has been carried or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution, and the result of the vote so taken shall be the decision of the members upon the said question.
- 12.09 **Ballots** - On any question whether or not a show of hands has been taken thereon, any member entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the Chairperson shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot.
- 12.10 **Resolution in Writing** - A resolution in writing signed by all members entitled to vote on that resolution at a meeting of members shall be as valid as if it had been passed at a meeting of members.
- 12.11 **Assignment of Proxy** - Active members unable to attend the Annual General Meeting of

Members may vote by proxy on issues identified and circulated in writing to all active members at least 45 days prior to the Annual General Meeting of Members. Completed proxy forms to be returned to Chief Administrative Officer of the Association to arrive not later than 10 clear days prior to the Annual General Meeting of Members. Any proxies received after the specified date will not be opened. The assignments of proxy to be recorded by the Chief Administrative Officer of the Association and delivered to an Officer of the Board of Directors at the Annual General Meeting of Members.

- 12.12 **Referendum Vote** - Unless the Act requires a meeting, policy matters of major importance may be submitted to the Active Members of the Association for decision by mail referendum vote.
- 12.13 **Procedure for Referendum Vote** - The following procedure shall be followed in connection with referendum voting:
- a. mailed ballots shall be sent by prepaid regular mail to each Active Member of the Association at such member's last known address recorded on the books of the Association;
 - b. the ballot shall specify the date by which the ballot must be returned;
 - c. balloting shall be deemed to have been completed 10 days following the date for return specified in the ballot, and ballots received after such date shall not be counted;
 - d. ballots shall be date-stamped upon receipt at Head Office, but shall not be opened;
 - e. scrutineers shall be appointed by the Board to open the ballots together at a time and place specified by the Board;
 - f. ballots shall be counted and the results reported first to the Board, then within 5 days to the Active Members of the Association.
- 12.14 **Calling of Referendum Vote** - A referendum vote may be initiated by the Board of Directors.
- 12.15 **Votes to Govern** - A majority affirmative vote of the Active Members of the Association voting in the mail referendum shall be necessary to pass any policy matter submitted to referendum vote.

ARTICLE 13 - CONDUCT OF MEETINGS

- 13.01 **Order of Business** - At all annual general and special meetings of members, at all meetings of the Board and at all meetings of committees the order of business shall be as follows:
- a. call to order;
 - b. approval of the minutes;
 - c. reports of officers;
 - d. reports of committees;

- e. election of directors and officers;
- f. unfinished business;
- g. new business.

13.02 **Change of Order of Business** - The order of business may be altered or suspended at any meeting by a majority vote of those persons present in person and entitled to vote thereat.

13.03 **Parliamentary Procedure** - All annual general and special meetings of members, all meetings of the Board and all meetings of committees shall be conducted and all questions of parliamentary procedure shall be settled according to Roberts' Rules of Order whenever such rules of order are not inconsistent with this by-law.

ARTICLE 14 - MISCELLANEOUS PROVISIONS

14.01 **Directory of Members** - A directory containing the names, addresses and other statistical data and information of all members of the Association shall be published periodically as determined by the Board from time to time.

14.02 **Listing of Multiple Locations** - Where more than one Private Educator is owned by one person, firm, corporation or other entity, each shall be listed separately in the directory of members.

14.03 **Listing of Delinquent Members** - Any member whose membership fees are delinquent at the time a directory of members is published shall not be included in that issue.

14.04 **Liability of Members for Debts** - No member of the Association shall be liable for any debt of the Association in any amount in excess of such member's unpaid membership fees for the year in which such indebtedness is legally established, and any voluntary subscription which such member may have undertaken to pay to the Association or any special levy imposed by the Association on its members in such year.

14.05 **Reimbursement for Expenses** - Any member of the Association, with the approval of the Board, may be reimbursed for any approved expense incurred in connection with the performance of any duty on behalf of the Association which has been properly delegated to such member.

14.06 **Use of Association Funds** - Any funds available to the Association shall be used only to accomplish the objects of the Association, and no part of such funds shall enure to the benefit of or be distributed to the members of the Association.

14.07 **Distribution of Funds on Dissolution** - On the dissolution or winding-up of the Association, any funds remaining on hand after payment of debts shall be distributed to one or more regularly organized and duly qualified charitable, educational, scientific or philanthropic organizations designated by the Board.

ARTICLE 15 - AMENDMENT OF BY-LAWS

15.01 **Vote of Members Required to Amend** - Any amendment, alteration or repeal of this by-law either in whole or in part shall require a two-thirds affirmative vote of all members of the Association present in person and entitled to vote at any duly convened annual or special general meeting of members of the Association at which a quorum is present and in respect of which notice as hereinafter provided shall have been given to the members of the intention to consider the amendment, alteration or repeal of the

by-law.

- 15.02 **Filing of Copy of Proposed Change** - A copy of any proposed change to this by-law shall be filed with the Secretary or the Chief Administrative Officer of the Association not less than 45 days prior to the date of the Annual General Meeting of Members or Special General Meeting of Members at which such change is to be considered.
- 15.03 **Notice** - The Secretary or Chief Administrative Officer of the Association shall mail by ordinary mail, postage prepaid, a copy of the proposed change to each and every Active Member of the Association not less than 30 days prior to the date of the Annual General Meeting or Special General Meeting of Members at which such change is to be considered.
- 15.04 **Approval under the Act** - Any amendment, alteration or repeal of this by-law, or any enactment of a new general by-law of the Association approved by the members of the Association shall not come into force or be acted upon until such time as approval of same has been granted by the Director under the Act.
- 15.05 **Effective Date of By-Law and Repeal of Existing By-Law** - Upon approval of this by-law by the affirmative vote of two-thirds of the members of the Association and by the Director under the Act, this by-law shall be in full force and effect and all previously existing by-laws of the Association shall be deemed to have been repealed as of the coming into force of this by-law.

ENACTED by the Board of Directors on the 6th day of June 2003.

President

Secretary

RATIFIED, SANCTIONED AND CONFIRMED by the Members at the Annual General Meeting of Members of the Association on the day of

Secretary