

SOCIETY BY-LAWS
of
ALBERTA POST-SECONDARY APPLICATION SYSTEM
(the “Society”)

In accordance with the *Societies Act* (Alberta)

ARTICLE 1
DEFINITIONS AND OBJECTS

DEFINITIONS

1.01 The following capitalized terms shall have the following meaning:

- a) **“Act”**: the *Societies Act* (Alberta), 2000, R.S.A. c. S-14, as amended from time to time, and every statute that may be substituted therefore, and in the case of any such amendment or substitution, any reference in these By-laws to the Act shall be read as referring to the amended or substituted provisions therefore;
- b) **“AACTI”**: the Alberta Association of Colleges and Technical Institutes or any successor organization;
- c) **“AUA”** the Alberta Universities Association or any successor organization;
- d) **“Associate Member”**: any Member other than a Full Member;
- e) **“Authorized Representative”**: the individual appointed, designated, elected or otherwise determined to represent a Member at all meetings of the Society and, in the case of each of the Member Colleges and Technical Institutes shall be its President and in the case of each of the Member Universities shall be its Provost; and in the case of all other Full Members or Associate Members shall be such Full Members’ or Associate Members’ chief executive officer, and shall include a proxy Authorized Representative;
- f) **“Board of Directors”** or **“Board”**: the Directors of the Society;
- g) **“Chair”**: the current chair of the Board of Directors of the Society appointed by the Board from time to time in accordance with article 5 hereof;

- h) "**Directors**": each of those individuals currently serving on the Board of Directors, being either the Initial Directors pursuant to clause 4.02 hereof or those elected, appointed or otherwise determined in accordance with clause 4.03 hereof and "Director" shall mean any one of them;
- i) "**Electronic**": when used to refer to electronic facilities and electronic means of communication shall have such meaning as set out in applicable legislation and the regulations thereto, and which may include in digital form or in any other intangible form by electronic, magnetic or optical means or by any other means that have similar capabilities for creation, recording, transmission or storage of information as applicable including but not being limited to facsimiles, email, internet services, voice over internet, teleconferencing, internet video, wireless and satellite real time communication;
- j) "**Entity**": body corporate including a post-secondary educational institution and whether public or private; a society incorporated pursuant to the Act; a company or other body corporate wherever and however incorporated; or any other body recognized by the Board;
- k) "**Executive Director**": that individual hired by the Board and charged with the day-to-day operations of the Society and having those powers and duties as specified in clause 5.07 herein;
- l) "**Full Member**": a Member who is entitled to vote;
- m) "**In Good Standing**": a Member who:
 - i. has paid all required membership fees or other required fees to the Society;
 - ii. is not suspended as a Member as provided for under article 2; and
 - iii. is otherwise in compliance with the By-Laws.
- n) "**IAIC**": the Independent Academic Institutions Council or any successor organization;
- o) "**Initial Members**": those Full Members involved in establishing the Society;

- p) **"Members"**: each of those Entities that is admitted to membership of the Society in accordance with article 2 hereof and "Member" shall mean any one of them;
- q) **"Officer"**: an individual currently serving as an officer of the Society and "Officers" shall mean, collectively, the Officers of the Society and any such persons duly appointed as a successor;
- r) **"Replacement Director"**: a Director who is replaced in accordance with article 4 hereof;
- s) **"Secretary"**: the current secretary of the Society appointed in accordance with article 5 hereof and any duly appointed successor;
- t) **"Special Resolution"**: a special resolution as such term is defined in the Act;
- u) **"The Society"**: the Alberta Post-Secondary Application System;
- v) **"Treasurer"**: the current treasurer of the Society appointed in accordance with article 5 hereof and any duly appointed successor; and
- w) **"Vice Chair"**: the current vice chair of the Society appointed in accordance with article 5 hereof; and any duly appointed successor.

OBJECTS

1.02 The Objects of the Society are those described in the Application to Form a Society, being:

- a) to create a consortium of participating Alberta colleges, technical institutes and universities to provide learner access to an on-line application system and associated services;
- b) to provide for collaboration of participating colleges, technical institutes and universities to develop, manage, share and deliver an on-line application system and associated services;
- c) to provide all necessary equipment, property and personnel to carry out its Objects; and

- d) to purchase, sell, lease, manage, mortgage or dispose of or otherwise deal with the property of the Society.
- e) Or, as the same may, from time to time, be amended in accordance with the Act.

ARTICLE 2

MEMBERSHIP

ADMISSION AND READMISSION

- 2.01
- a) The Entities, as Full Members, listed in Schedule “A” hereto shall each be deemed an Initial Member of the Society until such membership is terminated in accordance with the provisions of these By-Laws.
 - b) Additional Members may be admitted by a favourable vote of a two thirds majority of the Full Members of the Society and upon payment of any required fees.
 - c) A Member whose membership in the Society has been terminated by the Full Members or who has been deemed to have withdrawn from the Society shall not again be approved for membership by the Full Members, unless the Full Members approve the reinstatement of such Member by a favourable vote of a two-thirds majority of the Full Members.
 - d) Any Member that voluntarily withdraws while In Good Standing may be considered for readmission to membership by a favourable vote of a majority of Members of the Society and upon payment of any required fees.

CLASSIFICATION OF MEMBERS

2.02 There shall be two (2) categories of Members:

- a) Full Members; and
- b) Associate Members.

MEMBERSHIP ELIGIBILITY

- 2.03 Having received the support of the two thirds majority of the Full Members and having paid the prescribed membership fee:
- a) any publicly funded institution, identified in the six-sector model outlined in the *Roles and Mandates Policy Framework* published by Alberta Innovation and Advanced Education, is eligible to be a **Full Member**. Each Full Member shall designate an Authorized Representative;
 - b) any Entity, in the absolute discretion of the Full Members, shall upon receiving a favourable vote of a majority of the Board of Directors and ratified by a two thirds majority of the Full Members be eligible to be a Full Member;
 - c) save and except as set forth in clause 2.03 (a) and (b) hereinbefore and subject to the approval of a majority vote of the Board of Directors and ratified by a two thirds majority of the Full Members, any Entity shall be eligible to be an **Associate Member**. Each Associate Member shall designate an Authorized Representative; and
 - d) in such instances where and when a Member's Authorized Representative is unable to represent the interests of the Member, that Member may designate a proxy to act on behalf of the Member.

MEMBERSHIP FEES

- 2.04 The membership year shall be from July 1st to June 30th.
- 2.05 Membership fees will be based upon the classification of membership as determined by the Board.
- 2.06 All annual membership fees must be paid on or before November 1st of every year.

RIGHTS AND PRIVILEGES OF MEMBERS

2.07 Any Full Member, In Good Standing is entitled, through its Authorized Representative to:

- a) receive notice of meeting of the Society;
- b) attend any meeting of the Society;
- c) speak at any meeting of the Society;
- d) vote on any resolution or question presented to the Society;
- e) exercise all other rights and privileges given to Full Members pursuant to the terms and conditions of these By-Laws; and
- f) serve as an Officer and Director.

VOTING ELIGIBILITY

2.08 Only the Full Members, In Good Standing, are eligible to vote through their Authorized Representative or proxy at meetings of the Society. A proxy shall be in writing and executed by the Authorized Representative of the Full Member. The proxy shall be in such form as the Chair of the meeting may accept as sufficient. The proxy shall be deposited with the secretary of the meeting before any vote is taken. For greater certainty, but not so as to restrict the foregoing, Associate Members shall not be eligible to vote at any meeting of the Society nor eligible to have its Authorized Representative serve as an Officer or Director of the Society.

NUMBER OF VOTES

2.09 Each Full Member is entitled, through its Authorized Representative, to one (1) vote at a meeting of the Society.

RESTRICTIONS

2.10 When a Member ceases to be a Member by withdrawal or otherwise in accordance with these By-Laws, its membership in the Society ceases to exist.

2.11 Membership in the Society is not transferable.

WITHDRAWAL & SUSPENSION OF MEMBERS

- 2.12 Any Member may withdraw from the Society by delivering to the Secretary a written withdrawal.
- 2.13 Any membership in the Society may be terminated by a favourable vote of a two thirds majority of the Full Members to that effect for any cause the Full Members in their absolute discretion deem to be reasonable.
- 2.14 If a Member has not paid its required fees within three (3) months following the due date, its membership in the Society may be terminated as recommended by the Board of Directors and determined pursuant to the provisions of clause 2.13 herein.
- 2.15 A Member may, by notice to the Board, replace its Authorized Representative at any time.

ARTICLE 3

SOCIETY MEETINGS

ANNUAL GENERAL MEETING

- 3.01 An annual general meeting of the Society shall be held each year at a time and place to be determined by the Board.

GENERAL AND SPECIAL MEETINGS

- 3.02 The Secretary and Treasurer shall call special and general meetings of the Society at the direction of the Chair or upon the written request to him or her by two (2) Directors of the Board or upon the written request to him or her by two (2) Full Members. No business shall be transacted at a special meeting except that for which notice was given.

NOTICE

3.03 Twenty-One (21) calendar days prior written notice shall be given of any meeting of the Members to each Member by personal delivery, mail, facsimile or electronic transmission (provided the recipient has agreed to the electronic receipt of such notice), at the last known address of each Member. No error or omission in giving notice of any meeting of the Society shall invalidate the meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and ratify, approve and confirm any or all proceedings taken or had thereat. Notwithstanding the foregoing, the Full Members may unanimously waive notice of any meeting called to deal with urgent business.

WRITTEN RESOLUTIONS

3.04 Notwithstanding anything to the contrary in these By-Laws, a resolution assented to and adopted in writing under the hands of Authorized Representatives of all the Members entitled to vote thereon, though not passed at a meeting, shall be of the same force and effect as if it had been duly passed at a meeting duly convened, and no previous notice, or convening of any meeting for the purpose of passing such resolution, shall in such case be deemed to have been necessary whether the business transacted thereat is special or not. A Member may signify its assent to such resolution in writing under his or her hand, or by electronic means provided such Member provides its consent for such use and such signature can be authenticated. Such resolution may be signed in one or more counterparts and a resolution adopted pursuant to this provision shall be effective as of the date therein stated to be the effective date thereof, subject to the registration requirements, if any, provided for in the Act.

3.05 Notwithstanding any provision contained in these By-Laws, no resolution of the Members will be effective until the Society has complied with any applicable registration requirements contained in the Act.

PARTICIPATION

3.06 The Members may participate in a general or special meeting of the Members by way of electronic means provided a majority of Members participating at such meeting so agree. Subject to the above provisions of this clause 3.06, any Full Member participating by electronic means may vote on any matter it would be entitled to vote on if present in person, and the Chair of such meeting, shall confirm the results of such voting in writing to each and every Member of the Society whether they participated in the meeting or not. The Directors may determine to hold a Members' meeting entirely by electronic means that permits all participants to communicate adequately with each other during the meeting.

QUORUM

3.07 Not less than fifty (50%) percent of all Full Members entitled to be present at meetings of the Society and who are present through their Authorized Representative in person, or by its proxy, or by electronic means shall constitute a quorum for any meeting of the Members.

3.08 The Chair shall chair all meetings of the Members.

3.09 If there is no Chair, or if at any meeting the Chair is not present within 15 minutes after the time appointed for holding the meeting or is unavailable or unwilling to chair the meeting, the Vice Chair shall chair the meeting. If the Vice Chair is unavailable or unwilling to chair the meeting, the Full Members present shall choose some one of their number to chair the meeting.

VOTING

3.10 Every Full Member present at any meeting is entitled to vote at that meeting. Each Full Member by their Authorized Representative or proxy shall have one vote.

3.11 At all meetings of the Society, unless otherwise specified in these By-laws or the Act, every question shall be determined by at least fifty (50%) percent of the votes cast thereon. In the event of an equality of votes, the person chairing such meeting shall not be entitled to a second or casting vote, and the motion will be lost.

ARTICLE 4
BOARD OF DIRECTORS

4.01 The Board shall consist of nine (9) Directors, each of whom shall be an Authorized Representative of a Full Member.

INITIAL DIRECTORS

4.02 The Initial Directors of the Society shall be those individuals listed in Schedule “B” hereto and each such individual shall assume the duties of a Director and hold such office until re-appointed or replaced at the first annual general meeting following incorporation of the Society.

4.03 The Board, other than the Initial Directors of the Society, shall be chosen by Full Members only as follows:

- a) three (3) Directors appointed by the Comprehensive Community Colleges (CCCs), Polytechnic Institutions (PIs), and the Specialized Arts and Cultural Institutions (SACIs). The Directors so appointed shall serve for a term commencing at the close of the first annual general meeting of the Society following such appointment as a Director of the Society;
- b) three (3) Directors appointed by the Comprehensive Academic and Research Universities (CARUs). The Directors so appointed shall serve for a term commencing at the close of the first annual general meeting of the Society following such appointment as a Director of the Society;
- c) two (2) Directors appointed by the Undergraduate Universities (UUs). The Directors so appointed shall serve for a term commencing at the close of the first annual general meeting of the Society following such appointment as a Director of the Society; and
- d) one (1) Director appointed by Independent Academic Institutions (IAIs). The Director so appointed shall serve for a term commencing at the close of the first annual general meeting of the Society following such appointment as a Director of the Society.

SUBSEQUENT DIRECTOR

- 4.04 All Directors other than the Initial Directors shall be appointed in accordance with clause 4.03 herein.

TERM

- 4.05 Full Members may set a limit as to the maximum number of years a Director may serve as a Director.

MEETINGS

- 4.06 The Board of Directors shall meet at least twice (2) every year at a time and place to be determined by the Board. One of the two (2) meetings shall be held at the same time as the Annual General Meeting of the Society. Additional meetings of the Board may be called by the Secretary at the direction of the Chair or any two (2) Directors.
- 4.07 The Directors present shall appoint a Director to preside as Chair at all meetings of the Board and the Society. Unless otherwise determined by the Board as described in this clause 4.07 the Chair shall act as the Chair for all meetings of the Board.
- 4.08 Any meeting of the Board may be held at any time or place, to be determined by the Board, provided that seven (7) calendar days' notice of such meeting is sent in writing to each Director, which may include notice by electronic means provided such Director has consented to such form of notice. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and ratify, approve and confirm any or all proceedings taken or had thereat. For greater certainty the Directors may unanimously waive notice of any meeting.
- 4.09 The Board may have a meeting by way of conference call. If such a conference call meeting is held, voting may be done by voice over the telephone and the Chair of such meeting shall confirm the results of such voting in writing to each and every Director of the Board whether they participated in the conference call meeting or not.

QUORUM

- 4.10 No less than five (5) of the Directors holding office, with at least two (2) Directors from each of the categories set out in clauses 4.03(a) and 4.03(b), must be present, in person, or by telephone or electronic means at the commencement of any Board meeting, to constitute a quorum of the Board. If at the commencement of the meeting a quorum of Directors is not present, the meeting of the Board shall be adjourned to a time as determined by the Chair.
- 4.11 A Director, when not available, may appoint a designate to attend and participate in meetings of the Directors to share or gather information. That designate shall hold a senior reporting relationship to the Director, but will not have the authority to vote on behalf of the Director.
- 4.12 Any individual entitled to attend a meeting of the Board of Directors may participate by electronic means that permits all participants to communicate adequately with each other during the meeting, and any individual participating by such means is deemed to be present at the meeting. The Directors may determine to hold a meeting entirely by electronic means that permits all participants to communicate adequately with each other during the meeting.
- 4.13 Each Director present at a meeting of the Board, either in person or by electronic means, shall be entitled to one vote for any matter to be decided by the Board. Any Director may abstain from a vote on any matter and such abstention shall not prevent that Director from voting on other matters to be decided at that meeting. Unless otherwise specified in these By-Laws or the Act, matters shall be determined by a simple majority vote of the Directors present at the meeting. In the event of an equality of votes, the Chair shall not be entitled to a second or casting vote, and the motion will be lost.

4.14 Notwithstanding anything to the contrary in these By-Laws, a resolution assented to and adopted in writing by all of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted and shall be entered in the records of the Society. Such resolution may be assented to in one or more counterparts and a resolution adopted pursuant to this clause shall be effective as of the date therein stated to be the effective date, subject to any contrary provisions in the Act. A Director may signify his or her assent to such resolution in writing under his or her hand or by telecopy or facsimile. To the extent permitted by applicable statute and the regulations thereunder, a Director may signify his or her assent by electronic means provided such Director provides his or her consent for such use and such signature can be authenticated.

POWERS AND DUTIES

4.15 The government and management of the Society shall be vested in the Board.

4.16 The Board shall make rules for its own governance and prescribe rules for the participation of Entities that are not Members in meetings of the Society.

4.17 The Board shall have the right to appoint committees, to prescribe policies and rules to be followed by all committees, and to remove and replace committee members.

4.18 It shall be the duty of the Board to cause annual financial statements of the Society to be prepared and audited in accordance with the Act and these By-Laws.

4.19 The Board shall have the power to make such rules and regulations and authorize and perform such acts as may, from time to time, be required to provide for contingencies and circumstances not expressly covered by these By-Laws. Any such action, however, may be modified or revoked by a simple majority vote of the Full Members present at a special general meeting of the Members called for that purpose.

- 4.20 Subject to clause 5.02 hereof, the Board shall be responsible for appointing, dismissing and determining the responsibilities and conditions of the positions of the Officers of the Society. Subject to clause 6.07, the Chair, Vice Chair, Secretary and Treasurer or Secretary-Treasurer of the Society shall not receive remuneration for acting in such capacity.
- 4.21 The Board shall ensure that a report (which may be verbal or written, or both) is presented at each meeting of the Society on the current material activities of the Society.
- 4.22 Without restricting the generality of anything contained in these By-Laws to the contrary, the powers and responsibilities of the Board shall include but not be limited to:
- a) promoting the objects of the Society;
 - b) hiring an Executive Director, and assessing his/her role in managing the day-to-day affairs of the Society;
 - c) developing plans and policies for managing and operating the Society;
 - d) preparing an annual budget for approval by the Society;
 - e) setting policy for investment of any funds;
 - f) approving employees' compensation, benefits and costs;
 - g) implementing risk management strategies by indemnifying or limiting the liability of contractual parties where such indemnification and limitation of liability is deemed reasonable; and
 - h) protecting the Society assets and property.
- 4.23 The Board shall have such other and further powers and duties as may be set forth in these By-Laws.

RESIGNATION OR REMOVAL

4.24 A Director who resigns as a Director or is removed as a Director shall be replaced in accordance with clause 4.03.

A Director may be removed as a Director by the Full Members who appointed such Director by a majority vote of such Full Members for any reason they may deem reasonable.

ARTICLE 5 OFFICERS

5.01 The Officers of the Society shall be: a Chair, a Vice Chair, a Secretary and Treasurer, or a Secretary-Treasurer, or Vice Chair-Secretary-Treasurer, and any other Officers the Board shall deem appropriate from time to time.

APPOINTMENT

5.02 All Officers shall be appointed by the Directors at their annual meeting and shall serve at the pleasure of the Directors until his or her successor is appointed, and any vacancy of such official positions occurring during the year may be filled at the next meeting of the Board of Directors. All Officers shall be responsible to and report to the Board.

TERM

5.03 Each Officer, whenever appointed, shall hold office at the pleasure of the Board.

POWERS AND DUTIES

5.04 Consistent with the provisions of clause 4.22, the appointed Officers shall be responsible for the affairs of the Society as directed by the Board of Directors, and shall delegate the day-to-day operation of the affairs of the Society to the Executive Director of the Society.

5.05 The powers and duties of the designated Officers, in addition to other powers and duties the Board may determine, shall include but not be limited to the following:

- a) Chair:
 - i. the Chair shall preside at all meetings of the Members and the Board and oversee the activities of the Society;
 - ii. the Chair shall oversee the activities of the Executive Director;
 - iii. the Chair shall delegate to the Executive Director the general and active management of the affairs of the Society, pursuant to clause 5.07 herein; and
 - iv. the Chair shall be a member ex-officio of all committees.

- b) Vice Chair:
 - i. the Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be imposed upon him or her by the Board of Directors; and
 - ii. upon the vacancy before the end of the term in the office of Chair, the Vice Chair shall assume the office, until the vacancy is filled pursuant to clause 5.02 herein.

- c) Treasurer:
 - i. the Treasurer shall be the chair of the Finance Committee (if any) established by the Board;
 - ii. the Treasurer shall cause the annual financial statements of the Society to be audited in accordance with the directions of the Board of Directors and these By-Laws;
 - iii. upon the vacancy before the end of the term in the office of Vice Chair, the Treasurer shall assume the office, until the vacancy is filled pursuant to clause 5.02 herein; and
 - iv. to the extent determined by the Board, the Treasurer shall review and approve and, where applicable, sign any financial records or reports, or financial statements prepared by the Executive Director or his or

- her delegate to ensure they are prepared in a satisfactory manner.
- d) Secretary:
- i. The Secretary shall issue or cause to be issued all Society meeting notices and write such official letters as the Society may designate, and preserve a record of the proceedings of the Society. In particular, the Secretary has the duty to maintain a set of books in accordance with the Act which duty may be delegated to a staff member of the Society provided that all such records are reviewed, approved and, where applicable, signed by the Secretary;
 - ii. the Secretary shall be responsible for reporting minutes of both the Board of Directors and general meetings of the Society;
 - iii. the Secretary shall have custody of the corporate seal and have the duty of certifying documents issued by the Society; and
 - iv. upon the vacancy before the end of the term in the office of Treasurer, the Secretary shall assume the office until the vacancy is filled pursuant to clause 5.02 herein.

Subject to clause 5.05 hereof, all other Officers shall have such powers and duties as the terms of their engagement call for or as the Board may specify. The Board may, from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any Officer.

REMOVAL OF OFFICER

5.06 Any Officer, upon a majority vote of all Directors, may be removed from office for any cause which the Directors may deem reasonable.

EXECUTIVE DIRECTOR

5.07 The Executive Director shall be responsible for the general supervision over and direction of the operation of the Society and have those other powers, duties and functions that are assigned to the Executive Director by the Board, including the powers of delegation.

ARTICLE 6

GENERAL

CONFLICT OF INTEREST

- 6.01 Every Entity that is a Member or every Authorized Representative who, on behalf of such Entity, is serving as an Officer or Director, and that or who, is in any way directly or indirectly interested in a proposed or existing contract, transaction, employment, or arrangement with the Society, or any business of any nature whatsoever with an Entity, individual or individuals who may be directly or indirectly affected by a decision or outcome of a decision, shall fully disclose the nature and extent of its or his interest at the meeting where such decisions or discussion takes place.
- 6.02 The disclosure of a possible conflict of interest shall be made at the time when the subject matter, question of entering into the contract, transaction or arrangement is first considered or, if such Entity or individual is not then interested or would not be directly or indirectly affected by the outcome of such decision, at the first meeting held after he or she becomes interested.
- 6.03 Every such Director, Officer or Member shall, unless specifically authorized by the Board to remain, immediately withdraw from the discussion and leave the meeting while such discussion or vote on the contract, transaction, arrangement or matters under consideration related to such business have been dealt with which would involve, or appear to involve, such conflict of interest or until other unrelated business is brought to the floor, and the Member or individual has been notified to return to the meeting.
- 6.04 Such a declaration of a conflict of interest shall be noted in the minutes of the meeting including the point in the discussion when the conflict was declared, the name of the Member, Officer or Director, the nature of the conflict of interest, and the time when such Entity or individual absented itself or himself from the meeting.
- 6.05 Exceptions to this conflict of interest rule may be made when a meeting of the Members is being held for the transaction of business, which would allow such a Member to attend but not participate in any discussion or voting.

6.06 In the event that an Entity or individual described in this article 6 that is or who may appear to have a conflict of interest in the subject matter under consideration, does not voluntarily withdraw from the discussion and from the meeting while the subject matter is being discussed, it is the right of any other Director, Officer or Member to raise the question of possible conflict of interest, and to request that the matter of conflict of interest be put to a vote to those Members who are not involved in the possible conflict of interest and who are eligible to vote and a proper recording of the request and outcome shall be noted in the minutes. If the vote determines the person to be in a conflict of interest position, such person shall withdraw from the discussion as set out in clause 6.03 hereof.

REMUNERATION

6.07 There shall be no remuneration paid to the Chair, Vice Chair, Secretary and Treasurer or Secretary-Treasurer, Directors or Members. Such Officers and the Directors shall, however, be entitled to be reimbursed for reasonable travelling and other expenses properly incurred by them in attending meetings of Officers or of the Board or any committee thereof. Notwithstanding the provisions of this clause 6.07, and subject to the other provisions of these By-Laws, any Officer, Director or Member may serve the Society in another capacity (such as an employee) and receive remuneration therefore.

INDEMNITY

6.08 The Board shall use its best efforts to ensure that each Director and Officer is insured under a valid policy or policies of general liability insurance and Directors and Officers liability insurance at such time as the Director or Officer commences his or her Society duties. This insurance coverage may be obtained by a third party other than the Society, the Director or Officer for the benefit of the Director or Officer. If a Director or Officer is not presently insured under valid policy or policies of general liability insurance and Directors and Officers liability insurance, the Society shall obtain such coverage for the Director or Officer before the Director or Officer commences his or her Society duties.

6.09 The Board shall obtain valid and appropriate general liability insurance for the employees of the Society before commencement of the employees' Society duties.

- 6.10 Every Director and Officer of the Society and his or her personal representatives shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Society from and against all costs, charges, losses and expenses whatsoever which such Director or Officer may incur, or become liable for, by reason of any contract entered into or act or thing whatsoever made, done, permitted or omitted by him or her as such Director or Officer in good faith and in the discharge of his or her duties in any way, excepting such costs, charges, losses and expenses are occasioned by his or her own dishonesty, wilful neglect or wilful default.
- 6.11 No Member, Director or Officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other Member, Director or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Society through the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or wrongful act of any person with whom any of the monies, securities or effects of the Society shall be deposited, or for any loss occasioned by any error of judgment or oversight on its or his part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of its or his office or in relation thereto unless the same shall happen through his own dishonesty, wilful neglect or wilful default.

EXECUTION OF DOCUMENTS

- 6.12 Contracts, documents, or any instruments in writing requiring the signature of the Society shall be signed by any two (2) Directors or any staff member or employee of the Society as designated by a resolution of the Directors, and all contracts, documents, and instruments so signed shall be binding upon the Society without any further authorization or formality. The seal of the Society, when required, may be affixed to contracts, documents or instruments signed as aforesaid.
- 6.13 The Board shall have the power from time to time by resolution to appoint an Officer or Officers on behalf of the Society to sign specific contracts, documents or instruments.

BANKING ARRANGEMENTS

6.14 The banking business of the Society including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be authorized by the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

USE OF FUNDS

6.15 All profits and income contributed to or earned by the Society will be used to promote the Society's objectives, including, without limitation, the funding of and provision of other resources to other not-for-profit organizations dedicated to objectives similar to the Society.

BORROWING AND DEBENTURES

6.16 The Society in consultation with the Government of Alberta and subject to provisions of the Post-secondary Learning Act and the Finance Administration Act, may for the purposes of carrying out its Objects, borrow or raise or secure the payment of money in any manner the Board deems appropriate. Notwithstanding the foregoing, debentures or other securities may only be issued upon approval by the Full Members by way of a Special Resolution.

DISTRIBUTION OF PROFITS, PROPERTY, ASSETS

6.17 No distribution of dividends, surpluses or profits of the Society will be made to Members. If upon the winding up of the Society there remains, after satisfaction of all debts, liabilities and obligations of the Society and any contributions to other organizations as set out herein, any property or assets whatsoever, such property or assets shall not be paid or distributed generally among the Members of the Society, but shall be paid and distributed to such charitable organizations or foundations as the Full Members by majority vote shall agree upon.

INSPECTION

6.18 The books and records of the Society shall be kept at such place in Alberta as the Directors deem appropriate. The books and records of the Society may be inspected without cost by any Member on application to the Chair, providing such inspection is arranged during regular business hours at the registered office of

the Society or any other location mutually agreed upon by the Member and the Secretary and is at a time mutually convenient to the Secretary and the Member.

FISCAL YEAR

6.19 Unless otherwise ordered by the Board, the fiscal year end of the Society shall be June 30th.

AUDITORS

6.20 The Board, from time to time, shall appoint an auditor to audit the accounts of the Society, to hold office until resignation or until a successor auditor is appointed by the Board. The remuneration of the auditor shall be fixed by the Board.

SEAL

6.21 In accordance with clause 5.05(d)(iii) hereof, the Secretary shall have the custody of the corporate seal of the Society which shall not be affixed to any instrument except by authority or resolution of the Board of Directors and in the presence of either the Chair or Vice Chair and one (1) other Director.

AMENDMENTS

6.22 These By-Laws of the Society shall be made, altered, rescinded or amended by Special Resolution of the Full Members eligible to vote at meetings of the Society.

GOVERNING RULES

6.23 Unless they are inconsistent with the provisions of the *Societies Act* (Alberta) or any other applicable statutes or these By-Laws, Roberts Rules of Order shall have final jurisdiction in the governing of procedures at the meetings of the Society.

COUNTERPART

6.24 These By-laws may be executed in any number of counterparts, each of which shall be deemed an original but all of which shall constitute one instrument.

EXECUTED AS OF this _____ day of _____, 200__.

See attached Schedule “A” for list of Initial Members, addresses and their signatures.

See attached Schedule “B” for list of Initial Directors.

SCHEDULE “A” – Initial Members

<u>Initial Members</u>	<u>Address</u>	<u>Signature</u>
Alberta College of Art and Design	1407 14 Avenue SE Calgary, AB T2N 4R3	<hr/> Per: Lance Carlson, President
The Banff Centre	107 Tunnel Mountain Drive Banff, AB T1L 1H5	<hr/> Per: Mary E. Hofstetter, President
Bow Valley College	332 6 th Avenue SE Calgary, AB T2G 4S6	<hr/> Per: Sharon Carry, President & CEO
Grande Prairie Regional College	10726 106 th Avenue Grande Prairie, AB T8V 4C4	<hr/> Per: Don Gnatiuk, President
Grant MacEwan College	10700 104 th Avenue Edmonton, AB T5J 4S2	<hr/> Per: Dr. Paul Byrne, President & CEO
Keyano College	8115 Franklin Avenue Fort McMurray, AB T9H 2H7	<hr/> Per: Jim Foote, President
Lakeland College	5707 47 th Avenue Vermilion, AB T9X 1K5	<hr/> Per: Glenn Charlesworth, President & CEO
Lethbridge Community College	3000 College Drive S Lethbridge, AB T1K 1L6	<hr/> Per: Dr. Tracy Edwards, President & CEO
Medicine Hat College	299 College Drive SE Medicine Hat, AB T1A 3Y6	<hr/> Per: Dr. Ralph Weeks, President & CEO
Mount Royal College	4825 Mount Royal Gate SW Calgary, AB T3E 6K6	<hr/> Per: Dr. Dave Marshall, President
NorQuest College	10215 108 Street Edmonton, AB 5J 1L6	<hr/> Per: Dr. Wayne Shillington, President

<u>Members</u>	<u>Address</u>	<u>Signature</u>
Northern Alberta Institute of Technology	11762 106 th Street Edmonton, AB T5G 2R1	_____ Per: Dr. Sam Shaw, President & CEO
Northern Lake College	Grouard Campus Bag 3000 Mission Street Grouard, AB T0G 1C0	_____ Per: Rick Neidig, President
Olds College	4500 50 th Street Olds, AB T4H 1R6	_____ Per: Tom Thompson, President
Portage College	PO Box 417 931 94 th Avenue Lac La Biche, AB T0A 2C0	_____ Per: Bill Persley, President
Red Deer College	PO Box 5005 100 College Boulevard Red Deer, AB T4N 5H5	_____ Per: Ron Woodward, President
Southern Alberta Institute of Technology	1301 16 th Avenue NW Calgary, AB T2M OL4	_____ Per: Irene Lewis, President & CEO
Athabasca University	1 University Drive Athabasca, AB T9S 3A3	_____ Per: Dr. Margaret Haughey, Vice President, Academic
University of Alberta	2 – 10 University Hall Edmonton, AB T6G 2J9	_____ Per: Dr. Carl Amrhein, Provost & Vice-President (Academic)
University of Calgary	Admin 105 Administration Building 2500 University Drive NW Calgary, AB T2N 1N4	_____ Per: Dr. Alan Harrison, Provost & Vice President
University of Lethbridge	4401 University Drive Lethbridge, AB T1K 3M4	_____ Per: Dr. Seamus O'Shea, Vice President (Academic) & Provost

SCHEDULE “ B”

Initial Directors

Post-secondary Institution

Dr. Carl Amrhein

University of Alberta

Dr. Paul Byrne

Grant MacEwan College

Sharon Carry

Bow Valley College

Glenn Charlesworth

Lakeland College

Dr. Alan Harrison

University of Calgary

Dr. David Marshall

Mount Royal College

Dr. Seamus O’ Shea

University of Lethbridge

Dr. Sam Shaw

Northern Alberta Institute of Technology