



CUBA
Canadian University Boards Association

ACCAU
L'Association canadienne des conseils
d'administration d'universités

THE CANADIAN UNIVERSITY BOARDS ASSOCIATION

(unincorporated)

STATEMENT OF ORGANIZATION

OBJECTIVES

I. The objectives of the Association are:

The Canadian University Boards Association (the "Association") exists to improve the governance of Canadian universities. It serves:

- (1) as a means of mobilizing the leadership of university boards to support and develop policies and programs that enhance the ability of boards to discharge their fiduciary duties and to be accountable for the overall direction of their universities;
- (2) as a network for the exchange of information among persons responsible for the leadership and operations of university governing boards; and
- (3) as a focus for occasional meetings and seminars on university governance.

The Association is affiliated with Universities Canada to the extent and in the manner set out in the Association's bylaws.

II. The official languages of the Association shall be English and French.

III. The head office of the Association shall be the offices of Universities Canada.

BYLAWS

1. **MEMBERS:**

The members of the Association shall be the universities and colleges holding institutional membership in good standing in Universities Canada, and who have paid the annual membership fee.

2. **FEES:**

The annual membership fees shall be determined from time to time by resolution at the annual meeting of the Association.

3. **BOARD OF DIRECTORS:**

- (1) The Board of Directors shall be composed of:
 - (a) Chair of the Board,
 - (b) Vice Chair of the Board,
 - (c) the immediate past Chair of the Board,
 - (d) the Secretary,
 - (e) the Chair or Vice Chair or immediate past chair and Secretary of the host institutions of the most recent annual conference,
 - (f) the Chair or Vice Chair and Secretary of the host institution(s) of the upcoming annual conference, and
 - (g) not more than 8 Directors at large.
- (2) The Chair of the Board or, in the absence of the chair, the vice chair of the board, shall chair meetings of the Board of Directors.
- (3) Members of the Board of Directors shall be elected at the Annual Meeting of the Association. Directors and Officers shall take office immediately following the annual meeting at which they are elected and shall hold office until their respective successors take office.
- (4) For the purposes of this Bylaw, only Chairs, Vice Chairs, and immediate Past Chairs of the Boards of Governors and Secretaries (or equivalently-titled board professionals) of members shall be eligible for election or appointment to, and continuing membership on the Board of Directors.
- (5) The Directors may exercise all such powers and do all such acts or things as the Association may do, and which are not, by these bylaws required to be exercised or done by the Association in general meeting, but subject nevertheless, to the provisions of:
 - (a) these bylaws
 - (b) rules not being inconsistent with these bylaws which are made from time to time by the Association in general meeting.
- (6) The Directors shall prepare all reports to be tabled at the annual meeting of the Association.
- (7) The Board of Directors has the power to establish by resolution such standing and special committees as are appropriate to advance the objectives of the Association.
- (8) Nominations for election to the Board of Directors shall be submitted to the meeting of the Association at which elections are being held by a nominating committee appointed by the Board of Directors. Additional nominations may be made from the floor at such meetings.
- (9) So long as a quorum of the Board remains in office, the Board of Directors may appoint an eligible person to fill the vacancy for the remainder of the term of any Director who is unable to complete his/her term of office.
- (10) Members of the Board of Directors shall serve without remuneration.

4. **NOMINATING COMMITTEE:**

- (1) In each year, the Board of Directors shall appoint a nominating committee consisting of 5 persons from amongst the Board Chairs, Vice Chairs, and Secretaries of the members, one of whom shall be

a member of the Board of Directors and who shall Chair the nominating committee.

- (2) It is the duty of the nominating committee to consult representatives of the members and, having regard to the regional interests of the Association, hosting of annual meetings, and the needs of the Association, it shall recommend in writing to the Board of Directors, not less than 30 days prior to the annual meeting, a slate for the election of the Officers, Directors, and Honorary Members of the Association.

5. MEETINGS OF THE BOARD OF DIRECTORS:

- (1) Meetings may be held at any place within Canada as the Board of Directors or Chair may from time to time decide.
- (2) Eight (8) Directors shall constitute a quorum at any meeting of the Board of Directors.
- (3) Meetings of Directors may be conducted in whole or in part by telephone or telephone conference, and a Director's participating by telephone or telephone conference shall be considered part of the quorum.
- (4) A resolution in writing, signed by all the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

6. OFFICERS OF THE ASSOCIATION:

- (1) The Officers of the Association shall be the Chair of the Board of Directors, Vice Chair, past Chair, and Secretary.
- (2) The Officers shall be elected at the annual meeting of the Association and hold office for a term of one year.
- (3) An Officer shall be a Director of the Association.
- (4) The Vice Chair shall carry out the duties of the Chair when the Chair is absent.
- (5) The past Chair shall carry out the duties of the Vice Chair when the Vice Chair is absent or is carrying out the duties of the Chair.
- (6) The Secretary shall:
 - (a) conduct all the correspondence of the Association;
 - (b) issue notice of meeting of the Association and Directors;
 - (c) keep minutes of all meetings of the Association and Directors;
 - (d) have custody of all records and documents of the Association;
 - (e) maintain the register of voting members and their representatives as well as of honorary members.

7. HONORARY MEMBERS:

At each annual meeting, upon the recommendation of the Directors, the members may elect a person or persons in any year to serve as an Honorary Member or Members of the Association for a term not exceeding two years. Criteria for the election of Honorary Members will be in keeping with the objectives of the Association and such appointments will serve to enhance and advance the Association's work and activities.

An Honorary Member may attend and take part in all meetings of the Association, except such Member shall not have the right to vote. Honorary Members may, at the discretion of the Board, be invited to participate in meetings of the Board of Directors from time to time.

An Honorary Member may be re-elected for up to two successive terms.

8. MEETINGS OF THE ASSOCIATION:

- (1) At each annual meeting of the Association, the time and place for the annual meetings following the next annual meeting shall be determined.
- (2) Special meetings of the Association may be convened upon resolution of the Board of Directors.
- (3) The Chair of the Board or, in the absence of the Chair, the Vice Chair shall preside as Chair at meetings of the Association. In the absence of the Chair and Vice Chair, the past Chair shall preside, failing which, the delegates of the members present at the meeting shall choose another Director to preside.
- (4) Fifteen persons entitled to vote at a meeting of the Association shall constitute a quorum of any meeting of the Association for any purpose of the meeting.
- (5) All questions shall be determined by a simple majority expressed by a show of hands, unless a poll is demanded by any member. In the case of an equality of votes, the Chair shall not have a second or casting vote and the resolution shall be declared lost.
- (6) Notice of the time, place, and business to be discussed at a meeting of the Association shall be given to each Director and member at least 25 clear days before every such meeting.
- (7) Each member shall be entitled to have three representatives at any meeting of the Association with such voting rights as are permitted in Bylaw 9.

9. VOTING RIGHTS AT MEETINGS:

Each member shall have two votes in respect of matters to be voted upon at a meeting of the Association. One such vote shall be exercised by the Secretary of the member, and one shall be exercised by the Chair or Vice Chair of the member as the member may determine; provided, however, the member may designate in writing another person to attend and vote in the place and stead of such Secretary, Chair or Vice Chair.

10. FISCAL YEAR:

The fiscal year of the Association shall end on the 31st day of March.

11. SEPARATE MEETINGS OF CHAIRS AND SECRETARIES:

At any meeting of the Association, separate meetings of Chairs, and Secretaries may be held. At such meetings, voting shall be limited in the case of a meeting of Chairs, to Chairs and Vice Chairs of members or their authorized delegates, and in the case of a meeting of Secretaries, to Secretaries of members or their authorized delegates.

12. SEAL, CONTRACTS, LIABILITY:

- (1) There shall be no seal of the Association.

- (2) The Officers and Directors are not authorized to incur any liabilities on behalf of the association, except as may be provided within the annual budget.

13. RELATIONSHIP WITH UNIVERSITIES CANADA:

The Association, by virtue of its membership, recognizes the role of Universities Canada. Secretarial and other functions required by the Association may be provided by Universities Canada within limits established by agreement between the Association and Universities Canada each year.

14. ANNUAL MEETING EXPENSES:

- (1) Unless otherwise provided for by the Board of Directors, except for the services to be supplied by Universities Canada and any subvention provided by the Board of Directors, the annual meeting expenses not herein provided for shall be initially borne by the host member(s) and recovered by way of registration fees, or in the event of shortfall, in expense recovery by way of a special assessment of the members. It is, however, expected that host institutions will achieve a balanced budget for the meeting.

Where the costs of providing simultaneous translation would entail a budget deficit, the additional expense will be covered by the Association. A proposed budget shall be reviewed by the Board of Directors at least four months prior to the meeting date.

- (2) Every member, as a condition of membership, agrees to be responsible for the travel and accommodation costs and expenses incurred by that member's representatives in attending annual meetings.

15. OTHER EXPENSES:

- (1) Each Director and Officer shall be reimbursed by the Association for all reasonable expenses (including reasonable travel expenses) incurred in connection with the performance of such Director's duties outside of the annual meeting. Such expenses will be in keeping with the approved Association budget and approved expense claim policies.
- (2) The Board of Directors may approve reasonable travel and other expenses of Honorary Members in connection with their attendance at meetings of the Association. Such expenses shall be in keeping with the approved Association budget and approved expense claim policies.
- (3) The Board of Directors may approve other expenditures in advancing the objectives of the Association as it may deem appropriate from time to time.

16. AMENDMENT TO BYLAWS:

The Board of Directors may from time to time make further bylaws, not inconsistent with these bylaws, for the management of the affairs of the Association, and may likewise repeal or amend the present bylaws, provided every such bylaw and every repeal or amendment shall cease to have effect unless the same has been confirmed by an affirmative vote of at least a majority of those representatives of members entitled to vote as are present at the annual meeting of the Association, for which notice of the adoption, repeal, or amendment of such bylaw has been given.