



SPECIAL RESOLUTION OF MEMBERS

Continuing the Corporation under the provisions of the *Canada Not-for-profit Corporations Act* and authorizing the directors to apply for a Certificate of Continuance.

WHEREAS the Corporation was incorporated under Part II of the *Canada Corporations Act* by Letters Patent dated the ____ day of _____, _____; and

[WHEREAS those Letters Patent were amended by Supplementary Letters Patent dated the ____ day of _____, _____; and]

WHEREAS it is considered to be in the best interests of the Corporation that it be continued under the *Canada Not-for-profit Corporations Act* (NFP Act) pursuant to section 297 of the NFP Act;

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The directors of the Corporation are authorized and directed to make an application under section 297 of the NFP Act to the Director appointed under the NFP Act for a Certificate of Continuance of the Corporation;
2. The Articles of Continuance (transition) of the Corporation, which have been submitted to this meeting and are annexed to these minutes as Schedule A, are approved;
3. The general operating by-law of the Corporation (as amended) is repealed effective on the date that the corporation continues under the NFP Act and the new general operating by-law No.1 which has been submitted to this meeting and is annexed to these minutes as Schedule B is approved and will be effective on the same date.
4. Any one of the officers and directors of the Corporation is authorized to take all such actions and execute and deliver all such documentation, including the annexed Articles of Continuance (transition), the notice of registered office and of directors in the forms fixed by the Director, which are necessary or desirable for the implementation of this resolution.

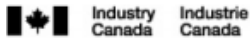
The undersigned, being the duly appointed (Secretary) of the Corporation, certifies that the above is a true and correct copy of a special resolution of ____ day of _____, by a majority of not less than two-thirds of the votes cast by the members of the Corporation who voted in respect of the resolution, and the resolution is in full force and effect, unamended as of the date below.

Dated _____

Secretary

TO INCLUDE IN FORM 4031 / A INCLURE DANS LE FORMULAIRE 4031

ARTICLES OF CONTINUANCE / STATUS DE PROROGATION



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Canada Not-for-profit Corporations Act (NFP Act)
Form 4031
Articles of Continuance (transition)

To be used only for a continuance from the *Canada Corporations Act*, Part II.

1 - Current name of the corporation

Association des anciens de l'Université d'Ottawa Inc.
Alumni Association of the University of Ottawa Inc.

2 - If a change of name is requested, indicate proposed corporate name

Association des diplômés de l'Université d'Ottawa Inc.
Alumni Association of the University of Ottawa Inc.

3 - Corporation number

2 3 0 0 0 9 - 5

4 - The province or territory in Canada where the registered office is situated

Ontario

5 - Minimum and maximum number of directors (for a fixed number, indicate the same number in both boxes)

Minimum number

16

Maximum number

16

6. Statement of the purpose of the Corporation

The University of Ottawa Alumni Association engages its members to promote and support the University as an internationally-renowned, bilingual centre of academic excellence. The Association:

- sustains ongoing relationships and contacts;
 - enables member engagement and involvement in the University community;
 - identifies and recognizes members achievements;
 - provides services and benefits to members;
 - increases awareness of the members amongst the University and student communities;
- and
- supports the University in its efforts in the areas of student recruitment, reputation building, fundraising, and alumni participation in University life.

L'Association des diplômés de l'Université d'Ottawa encourage ses membres à promouvoir et à soutenir l'Université en sa qualité de centre d'excellence universitaire bilingue de renommée internationale. Elle :

- entretient des relations qui sont durables;
- donne à ses membres l'occasion de s'engager au sein de la communauté universitaire;
- reconnaît et souligne les réalisations de ses membres;
- fournit à ses membres des services et divers avantages;
- sensibilise la communauté universitaire, y compris les étudiants, aux réalisations de ses membres;
- soutient l'Université dans ses activités visant à recruter des étudiants, à bâtir sa réputation, à recueillir des fonds et à faire participer les anciens à la vie universitaire

7. Restriction on the activities that the corporation may carry on, if any

N/A

S/O

8. The classes, or regional or other groups, of members that the corporation is authorize to establish

The Corporation is authorized to establish one class of members. Each member shall be entitled to receive notice of, attend and vote at all meetings of members of the Corporation.

L'organisation est autorisée à établir une catégorie de membres. Chaque membre est en droit de recevoir un avis de l'assemblée des membres, d'y assister et d'y exercer son droit de vote. »

**9. Statement regarding the distribution of property remaining on liquidation /
Déclaration relative à la répartition du reliquat des biens lors de la liquidation**

Any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed to the University of Ottawa provided that it is a qualified donee within the meaning of subsection 248(1) of the *Income Tax Act* as amended from time to time.

Le reliquat des biens de l'organisation après le règlement de ses dettes sera transféré, en cas de liquidation, à l'Université d'Ottawa, à condition que celle-ci soit un donataire reconnu au sens du paragraphe 248(1) de la *Loi de l'impôt sur le revenu*, telle qu'elle est modifiée à l'occasion.

10. Additional provisions, if any / Dispositions supplémentaires, le cas échéant

1. The Corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the Corporation shall be used in furtherance of its purpose.
2. Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a

director may be reimbursed for reasonable expenses incurred in performing his or her duties. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.

3. The enactment, amendment or repeal of by-laws of the Corporation shall require a special resolution of the members in order to be effective.
4. L'organisation ne sera pas administrée dans un but lucratif pour ses membres, et tous les bénéfices ou autres recettes de l'organisation serviront uniquement à la promotion de ses objectifs.
5. Les administrateurs doivent agir sans être rémunérés, et aucun administrateur ne doit tirer directement ou indirectement profit du poste qu'il occupe; toutefois, un administrateur peut être remboursé pour les dépenses encourues dans l'exercice de ses fonctions. Un administrateur peut recevoir une rémunération pour les services rendus à l'organisme à tout autre titre.
6. Pour entrer en vigueur, le règlement administratif de l'organisation, sa modification ou son abrogation nécessitent une résolution extraordinaire des membres.



BY-LAW NO. 1

GOVERNANCE FRAMEWORK OF THE ALUMNI ASSOCIATION OF THE UNIVERSITY OF OTTAWA (THE “ASSOCIATION”)

1. GENERAL PROVISIONS

1.1 Definitions

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

- “Act” means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. 23, including the [Regulations](#) made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- “articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;
- “by-law” means this by-law of the Association as amended and which are, from time to time, in force and effect;
- “board” means the board of directors of the Association;
- “director” means a member of the board;
- “executive committee” means a committee composed of the Association’s president, chairs of the board’s standing committees and a director representing the Association on the University’s Board of Governors;
- “meeting of members” includes an annual meeting of members or a special meeting of members;
- “member” means an individual admitted into membership of the Association in accordance with section 2.4 of these by-laws;
- “special resolution” means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution; and
- “University” means the University of Ottawa.



1.2 Fiscal year-end

The Association's fiscal year-end (April 30) shall coincide with the University's fiscal year-end. The Association may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Association and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

1.3 Contracts, documents or any instruments

Contracts, documents or any instruments requiring the signature of the Association shall be signed by any two (2) members of the executive committee and all contracts, documents and instruments so signed shall be binding upon the Association without any further authorization or formality. The board shall have power from time to time by resolution to appoint the director or staff of the Alumni Relations Office to sign specific contracts, documents and instruments on behalf of the Association.

1.4 Meetings of the Association

The Morin Code shall govern meetings of the Association, except where a contrary intention is expressed in this by-law or the Act.

1.5 Communications with members

Governing documents of the Association shall be made available in French and English, by electronic means and on request.

In this by-law and in all other documents of the Association hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

2. BOARD STRUCTURE AND MEMBERSHIP



2.1 Memorandum of agreement

The Association operates under a memorandum of agreement between it and the University.

2.2 Role of the board

The board is responsible for managing the affairs of the Association on behalf of its members.

2.3 Composition of the board

The board is composed of the number of directors specified in the articles.

2.4 Membership

Subject to the articles, there shall be one (1) class of members in the Association. Individuals who have received a certificate, diploma, degree or honorary degree from the University or who have completed no less than the equivalent of two (2) full-time academic years at the University shall automatically become members of the Association. Each member shall be entitled to receive notice of, attend and vote at all meetings of members of the Association, and each such member shall be entitled to one (1) vote at any such meeting.

2.5 Termination of membership

(a) Membership in the Association is terminated when:

- the member dies;
- the member resigns by delivering a written resignation to the president of the board, in which case such resignation shall be effective on the date specified in the resignation;
- the member is expelled in accordance with section 2.6 below or is otherwise terminated in accordance with the articles or by-laws; or
- the Association is liquidated or dissolved under the Act.

(b) Subject to the articles, upon any termination of membership, the rights of the member, including any rights to the property of the Association, automatically cease to exist.

2.6 Discipline of members

(a) The board shall have authority to suspend or expel any member from the Association on any one or more of the following grounds:

- violating any provision of the articles, by-laws, or written policies of the Association;



- carrying out any conduct which may be detrimental to the Association as determined by the board at its sole discretion;
 - for any other reason that the board at its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.
- (b) In the event that the board determines that a member should be expelled or suspended from membership in the Association, the president, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20)-day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Association. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

3. MANDATE AND RESPONSIBILITIES

3.1 Mandate of the board

The board shall all be members and shall:

- (a) set the direction of the Association and may exercise all other powers and undertake other actions as the Association is authorized by its by-law and articles;
- (b) work with the Alumni Relations Office to engage its members to promote and support the University as an internationally renowned, bilingual centre of academic excellence;
- (c) meet in person or by other means:
 - not less than three times a year at the call of the president, who shall give at least 14 days' written notice, unless two thirds (2/3) of the board agrees to waive this notice period or, by resolution, set a notice period of less than 14 days; or
 - within 30 days of the president's receiving a written request from at least two thirds (2/3) of the board; and
- (d) fill any vacancy on the board, by majority vote, as per the provisions of the Act.



3.3 Term of directors

Directors shall hold office for three-year terms, and no member may serve more than six years on the board.

3.4 Meetings of the board and documentation

- (a) Directors shall receive copies of the minutes of board meetings, minutes and/or reports from all standing committees of the board once they are available. Minutes shall also be available upon request.
- (b) Directors shall see that all necessary books and records of the Association, in accordance with all rules of the Association or by any applicable statute or law, are regularly and properly kept.
- (c) A majority of the number of directors from time to time constitutes a quorum of any meeting of the board. For the purpose of determining quorum, a director may be present in person or by teleconference or by other electronic means.



3.5 Responsibilities

(a) Directors shall:

- perform duties that the board may assign to him or her from time to time; and
- elect a president and committee chairs following the annual meeting of members.

(b) The president shall:

- convene and chair meetings of the board, the executive committee and meetings of members;
- participate in any committees of the board as requested;
- represent the Association and act as its spokesperson;
- perform the duties that the board may assign to him or her from time to time or delegate such duties to another member of the executive committee should he or she not be available; and
- oversee a wide-ranging set of administrative duties, including preparing and chairing meetings for which he or she is responsible.

(c) The vice-president shall:

- be selected from among the committee chairs on a six-month rotational basis;
- perform the duties that the president may assign from time to time or delegate such duties should he or she not be available; and
- oversee a wide-ranging set of administrative duties, including preparing and chairing meetings for which he or she is responsible.

(d) Committee chairs shall:

- provide regular updates to the executive committee;
- perform the duties that the board may assign from time to time or delegate such duties should the president or vice-president not be available; and
- oversee a wide-ranging set of administrative duties, including preparing and chairing meetings for which he or she is responsible.



4. BOARD COMMITTEES AND OFFICERS

4.1 The board shall be composed of the following standing committees:

Composition and Nomination	Mandate and Responsibilities
Executive committee <ul style="list-style-type: none"> • President (elected by the directors following the annual meeting of members) • One (1) director representing the Association on the University's Board of Governors • Chairs of committees 	<ul style="list-style-type: none"> • Exercises such powers as are authorized by the board • Has oversight on the strategic planning of the Association • Liaises with Board of Governors and University • Ensures that appropriate updates between each of the board's committees and the Alumni Relations Office are communicated in a timely manner • Ensures that notices of meeting be issued in writing no less than 10 days prior to the meeting unless two thirds (2/3) of the committee agrees to waive this notice period • Quorum is a simple majority • Any executive committee member may be removed by a majority vote of the board • Members of the executive committee hold office for two-year terms
Governance committee <ul style="list-style-type: none"> • Chair (elected by the directors following the annual meeting of members) • Up to four (4) other directors 	<ul style="list-style-type: none"> • Makes recommendations to the board on a range of governance matters, including governance structure and committee mandates, evaluates existing members and oversees the board's annual self-assessment to ensure succession planning • Oversees the nomination process of new directors • Provides orientation sessions to new directors



<p>Finance and evaluation committee</p> <ul style="list-style-type: none"> • Chair (elected by the directors following the annual meeting of members) • Up to four (4) other directors, including the president and a director representing the Association on the University's Board of Governors 	<ul style="list-style-type: none"> • Has budgetary and financial oversight for the Association: <ul style="list-style-type: none"> ✓ maintains or causes to be maintained the Association's financial accounts ✓ tables and produces or causes to be produced the Association's annual financial statements ✓ maintains or causes to be maintained the Association's accounts • Evaluates existing programs against predetermined or new benchmarks to ensure that they are achieving the goals originally set • Identifies new programs
<p>Outreach committee</p> <ul style="list-style-type: none"> • Chair (elected by the directors following the annual meeting of members) • Up to four (4) other directors 	<ul style="list-style-type: none"> • Makes recommendations on issues related to member relations and engagement and on suitable signature or other events that promote the Association and the University's priorities • Reviews opportunities to improve the Association's communications strategies • Reviews the annual report and any other communications as requested by the board • Supports the University and the Association in selecting and promoting outstanding alumni for internal and external recognition • Assists the Association in presenting awards at various functions

4.2 Ad hoc committees

The board may establish ad hoc committees to deal with a priority issue. The chair of an ad hoc committee shall be elected by the directors, and its mandate and timeline shall be determined by the Committee's members.

4.3 Officers of the Association

The immediate past-president of the board and the director of the Alumni Relations Office shall be ex officio officers of the Association and shall be entitled to receive notice of and to attend meetings of the board and may perform duties that the board may assign to them from time to time.



4.4 Representatives to the Board of Governors of the University

As per the University's [Governance Framework](#), the Association shall appoint two (2) of its directors to the Board of Governors.

5. ANNUAL MEETING OF MEMBERS

5.1 Location

The annual meeting of members shall occur at a location to be determined by the board. The timing of the annual meeting of members may be in conjunction with, but not limited to, another University event.

5.2 Notice of meeting

- (a) The notice of time and place of any meeting of members shall be provided by publication distributed electronically to the members entitled to vote at the meeting of members during a period of 21 to 60 days before the day on which the meeting is to be held and by affixing the notice, no later than 30 days before the day on which the meeting is to be held, to a notice board on which information respecting the Association's activities is regularly posted that is located in a place frequented by members.
- (b) The notice shall contain sufficient information to permit members to form a reasoned judgment on the decisions to be made and shall also notify members about how to submit proposals for debate.

5.3 Agenda

The agenda for the annual meeting of members which will be sent with the notice of meeting shall include, but not be limited to:

- receiving reports from the board and its committees;
- receiving the Association's financial statements;
- confirming the University's auditors as the Association's auditors for the ensuing year; and
- considering other necessary and appropriate matters.



5.4 Proposals

Members shall have the right to add items to the agenda by submitting a notice that meets the requirements of section 163 of the Act—known as a “proposal”—to the Association 90 to 150 days before the anniversary of the previous annual meeting of members.

5.5 Election of directors

- (a) A call for nominations to positions on the board that are scheduled to be filled that year must be published on the Association’s website and by other means selected by the board, on or before a date to be selected by the board, but no less than 250 days following the last annual meeting of members.
- (b) The nomination period shall close on a date to be selected by the board, but no less than 30 days after the day on which the call for nominations was published.

5.6 Voting

- (a) Each member present at the annual meeting of members shall have the right to exercise one (1) vote. There shall be no voting by proxy.
- (b) A majority of the votes cast by the members present at the annual meeting of members shall determine the question except where the vote or consent of a greater number of members is required by this by-law, the articles or the Act.

5.6 Quorum

Subject to the Act, quorum at any meeting of members shall be 20 members present in person.

6. AMENDMENTS TO THE BY-LAW

- (a) This by-law may be repealed or amended, but must remain consistent with the Association’s articles and the Act.
- (b) In accordance with the articles and subject to the Act, any by-law or amendment or repeal of a by-law shall require confirmation by special resolution of the members.
- (c) Any such by-law, amendment or repeal shall be effective from the date of the special resolution of the members confirming such by-law, amendment or repeal. A board resolution shall not be required to make, amend or repeal any by-law which is made pursuant to subsection 197(1) of the Act.



7. EFFECTIVE DATE

This by-law shall take effect upon the issuance of a Certificate of Continuance of the Association by the federal government under the Act and the approval of the by-law by special resolution of the members.

ENACTED by the directors of the Association this day of , 2014.

President of the Board

Secretary

APPROVED by the members of the Association this day of , 2014.

Secretary