

CONSTITUTION OF THE ALUMNI ASSOCIATION OF THE UNIVERSITY OF OTTAWA

Preamble

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.
- supports the University in its efforts in the areas of student recruitment, reputation building, fundraising, and alumni participation in University life.

1. Definitions

AAUO means the incorporated body known as Alumni Association of the University of Ottawa Inc.

Association means the official name of the organization the Alumni Association of the University of Ottawa / Association des anciens de l'Université d'Ottawa

Board means the Board of Directors of the Association, which is comprised of the Executive Committee, the Association's representatives to the University's Board of Governors and a number of directors to be determined by a majority of the votes cast at an Annual General Meeting in favour of the resolution that determines the number of directors on the Board for that year. The Association's Board of Directors is also the Board of Directors of AAOU.

Executive Committee means a committee of the Association's President, Executive Vice President, Treasurer, Secretary, Immediate Past President and Executive Director and, in addition, no more than two Board members chosen by a resolution of the Board.

Member means a person who has received a certificate, diploma, degree or an honorary degree from the University; or completed no less than the equivalent of 2 full time academic years at the University.

University means the University of Ottawa.

2. The Association

2.1 The Association operates under a Memorandum of Agreement between it and the University.

2.2 The Board directs the AAUO on behalf of the Members.

3. Annual General Meeting

3.1 The annual general meeting (AGM) of the Members shall occur no later than 12 months of the previous AGM and will be held on the University campus or at any place in Canada as the Board may determine

3.2. 60 days notice shall be given to each Member of any AGM by publishing the date, time and location on the Association's website and through other appropriate means. The notice shall contain sufficient information to permit the Member to form a reasoned judgment on the decisions to be taken and shall also notify Members how to submit motions for debate.

3.3 Quorum is 20 Members present.

3.4 The agenda shall include, but is not limited to:

- (a) receiving reports from the Board and the nomination committee
- (b) receiving the Association's financial statements
- (c) confirming the University's auditors as the Association's auditors for the ensuing year; and
- (d) considering other necessary and appropriate matters.

3.5 The Secretary must receive motions no later than 45 days before the AGM and then publish them on the Association's website no less than 15 days before to the AGM except:

- (a) motions from the Board, and
- (b) motions to amend the nomination committee report.

3.6 The Secretary must receive motions from the Board no later 30 days before the AGM and then publish them on the Association's website no less than 15 days prior to the AGM.

3.7 The Secretary must receive motions to amend the nomination committee report no later than 7 days before the AGM and promptly publish them on the Association's website.

3.8 Motions from Members, including motions to amend the nomination committee report, must be submitted to the Secretary along with reasonable evidence that at least 50 Members endorse it.

3.9 Debate on the motion to accept the nomination committee report shall not exceed one hour.

3.10 Only a 2/3 vote of Members present shall defeat the motion to accept the nomination committee report.

3.11 The Board shall fill the positions left vacant if the motion to accept the nomination committee report is defeated.

3.12 For greater certainty, only procedural motions are permitted from the floor, such as motions to adjourn and amendments to the motions submitted in accordance with subsections 3.5, 3.6 and 3.7

3.13. Each Member present at the AGM shall have the right to exercise one vote. There shall be no voting by proxy.

3.14 A majority of the votes cast by the Members present shall determine the question except where the vote or consent of a greater number of Members is required by this Constitution or the AAUO's articles of incorporation.

4. Board of Directors

4.1 The Board shall all be Members and shall

(a) set the direction of the Association and may exercise all other powers and do all other acts and things as the Association is authorized by the Constitution and AAUO's articles of incorporation to exercise and do.

(b) confirm as Executive Director of the Association the person occupying the position of Director of Alumni Relations of the University or if that position is vacant, confirm on an interim basis until a successor is installed, the person authorized by the University to exercise those powers.

(c) meet in person or by other means

(i) not less than four times a year at the call of the President, who shall give at least 14 days written notice unless 2/3 of the Board agrees to waive this notice period or, by resolution, set a notice period of less than 14 days; or

(ii) within 30 days of the President receiving a written request from at least 2/3 of the Board.

(d) fill any vacancy on the Board, by majority vote, that occurs due to:

(i) the death of a Board member;

(ii) the President receiving a Board member's written resignation

(iii) a motion passed by 2/3 of the Board present to remove a Board member from office

(iv) a Board member being found by a court to be of unsound mind; or

(v) a Board member becoming bankrupt or that she suspends payment or compounds with his creditors

4.2 The Board shall serve without remuneration, be protected by liability insurance purchased by the Association, and shall not directly or indirectly receive any profit from his position, however, a Board member may be paid reasonable expenses incurred by him in the performance of his duties.

4.3 No Member may serve more than 10 years on the Board.

4.4 Board members hold office for 2 year terms that start and end at an AGM, except the following positions that, during a transition period from AGM 2010 to AGM 2011, are limited to a 1 year term:

- (a) Executive Vice President
- (b) Secretary
- (c) half of the Directors

4.5 Board members shall receive copies of the minutes of Board meetings and minutes of the Executive Committee

4.6 Board members shall see that all necessary books and records of the Association required by this constitution, rules of the Association, or by any applicable statute or law are regularly and properly kept.

4.7 Board members may prescribe rules not inconsistent with this Constitution relating to the management and operation of the Association, provided that such rules shall have force and effect only until the next AGM when they shall be confirmed, and failing such confirmation at said AGM, shall at and from that time cease to have any force and effect.

4.8 Quorum is a simple majority of Board members present at a meeting.

5. Nomination Committee

5.1 The Board appoints Members to the nomination committee, which is a permanent committee empowered to propose and interview candidates for positions on the Board as well as the Association's representatives on the Board of Governors of the University.

5.2 The nomination committee shall

- (a) publish on the Association website, and by other appropriate means, a call for nominations to positions on the Board that are scheduled to be filled that year no less than 90 days before the AGM
- (b) close the nomination period 30 days before the AGM
- (c) develop rules, in consultation with the Board, concerning the evaluation of candidates, and
- (d) undertake other appropriate steps, as approved by the Board, to carry out their duties.

5.3 The committee members are automatically dismissed immediately upon the adjournment of an AGM.

6 Executive Committee

6.1. The Executive Committee shall exercise such powers as are authorized by the Board. Any Executive Committee member may be removed by a majority vote of the Board.

6.2 Notices of meetings shall be issued in writing no less than 10 days prior to the meeting unless 2/3 of the Committee agrees to waive this notice period. Meetings may be held at any time and place to be determined by the Executive Committee.

6.3 Quorum is a simple majority of Executive Committee.

6.4 The Executive Committee are the officers of the Association and the AAUO.

6.5 the President shall:

- (a) convene and chair meetings of the Board, the Executive Committee and the AGM;
- (b) represent the Association and act as its spokesperson; and
- (c) perform the duties that the Board may assign to him from time to time.

6.6 the Executive Vice-President shall:

- (a) perform duties and exercise the powers of the President in the absence or disability of the President; and
- (b) perform the duties the Board may assign to him from time to time.

6.7 the Treasurer shall

- (a) maintain or cause to be maintained the Association's financial accounts;
- (b) table and produce or cause to be produced the Association's annual financial statements;
- (c) maintain or cause to be maintained the Association's accounts and
- (d) perform duties that the Board may assign to him from time to time.

6.8 the Secretary shall

- (a) record all votes and minutes of all proceedings of the Board and AGMs
- (b) give or cause to be given notice of all Board meetings and AGMs
- (c) perform duties that the Board may assign to him from time to time.

6.9 the Immediate Past-President shall perform duties that the Board may assign to him from time to time.

6.10 the Executive Director of the Association is a non-voting member and shall perform the duties the Board assigns to him from time to time.

6.11 The other members of this committee selected by the Board shall perform duties that the Board may assign to him from time to time.

7. Amendments to the Constitution

7.1 This Constitution may be repealed or amended but must remain consistent with the AAUO's articles of incorporation.

7.2 Motions to repeal or amend the Constitution which receive a two-thirds majority of the votes cast by Members present at the AGM shall be adopted.

8. General Provisions

8.1 The Association has two representatives to the University's Board of Governors.

(a) The person who occupies the one position filled in 2009 shall continue in office until AGM 2012. At AGM 2012 and then every three years thereafter, the nomination committee will, in accordance with sections 5.1 – 5.3, propose someone to occupy this position.

(b) At AGM 2010 and then every three years thereafter, the nomination committee will, in accordance with sections 5.1 – 5.3, propose someone to occupy the other position.

8.2 The Association's fiscal year-end shall coincide with the University's fiscal year-end.

8.3 Contracts, documents or any instruments requiring the signature of the Association, shall be signed by any two 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 Executive Director and members of his staff to, on behalf of the Association, sign specific contracts, documents and instruments.

8.4 The Code Morin shall govern meetings of the Association, except where a contrary intention is expressed in this Constitution.

8.5 In this constitution 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.

8.6 Official documents of the Association shall be made available to its Members in French and English.