

CCAA BYLAW REVIEW TABLE – May 13, 2024 SGM

Changes are **bolded**, Deletions are in ~~Strikethrough~~ and Additions are Underlined

Articles of Amendment		
Article/sub-article	New Language	Notes
1. <u>Purposes</u>	<p>The Purposes of the Corporation shall be to:</p> <p><u>a) represent and advocate for the needs and interests of Alumni members;</u> <u>b) foster a sense of community among alumni, encouraging cooperation and camaraderie that transcends graduation;</u> <u>c) provide and promote inclusive programs, activities, and services that enhance alumni engagement;</u> <u>d) offer opportunities for alumni’s development, empowering the next generation of leaders to make meaningful contributions to society; and</u> <u>e) act as a bridge between alumni, Centennial College, other stakeholder and educational institutions, and the broader community, prioritizing equity, inclusion, and sustainability in all our endeavors.</u></p>	<p>The Purposes of the Corporation are outdated. Last the purposes were written at incorporation in 1976. Also, the Corporation has Letter’s Patent (old and outdated) that need to be updated to Articles of Amendment.</p>
2. <u>Membership</u>	<p><u>The Corporation shall have one class of members (“Member”). Each Member shall have the right to one (1) vote at any meeting of the Members.</u></p>	<p>There’s only 1 class of members. It’s always practical to explain the number of classes and the associated voting rights.</p>

3. <u>Number of Directors</u>	<u>The Corporation shall have a minimum of 3 directors and a maximum of 12 directors.</u>	The number of directors must be set out in the articles.
4. <u>Dissolution</u>	<u>Upon the dissolution of the corporation and after satisfying the interests of its creditors in all debts, obligations and liabilities, its remaining property shall be distributed to another public benefit corporation with similar purposes to its own, a Canadian body corporate that is a registered charity under the Income Tax Act (Canada), R.S.C. 1985 (5th Supp.), c. 1 with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, an agent of either of those Crowns or a municipality in Canada.</u>	Dissolution clause updated to comply with the ONCA. The former dissolution clause was largely out of date. Again, the incorporation was in 1976.
Bylaws		
Article/sub-article	New Language	Notes
1.1 Purpose	These Bylaws relate to the general conduct of the affairs of the Centennial College Alumni Association Inc., a Corporation incorporated under the Ontario Corporations Act <u>Not-for-Profit Corporations Act, as amended.</u>	Changed to reflect the title and application of the new act.
1.2 Definitions	The following terms have these meanings in these Bylaws: a) <i>Act</i> – the Ontario Corporations Act <u>Not-for-Profit Corporations Act, as amended.</u>	
2.2 Qualifications for Membership	Any individual who has successfully graduated from Centennial College in the following Centennial College programs:	Removed Repetition
2.3 Admission of Members	No individual or entity will be admitted as a Member of the Association unless: e) The candidate member has paid dues, if any, as prescribed by the Board.	

2.5 Dues	Membership dues for all categories of Membership will be determined annually by the Board of Directors. <u>However, the Board of Directors may elect to waive any membership dues owed by any Member, by ordinary resolution.</u>	Removed provisions around dues. College is withholding funds and dispersing these on an as needed basis.
2.6 Deadline	Members will be notified of their membership dues at any time payable by them, and if are not paid by said date, the Member in default will automatically cease to be a member of the Association.	
2.9 Arrears	A Member will be expelled from the Association for failing to pay membership dues or monies owed to the Association by the deadline dates prescribed by the Association.	
2.910 Discipline	In addition to expulsion for failure to pay membership dues, A Member's membership may be terminated suspended or expelled from the Association by five-sixths (5/6) vote of the Board of Directors at a meeting of the Board of Directors or two-thirds (2/3) vote of the voting members at a meeting of members, provided the Member has been given notice before hand of the disciplinary action and has been given the opportunity to present and to be heard at such meeting, in accordance with the procedure set out in section 2.11.	Language changed to comply with the ONCA
2.10 Procedure	<u>Any disciplinary action or termination of membership must be done in good faith and in a fair and reasonable manner. Whether the disciplinary powers in subsection 2.9 are exercised by the Board of Directors, the Association shall ensure that a Member is given:</u> <u>(a) at least 15 days notice of the Board of Directors meeting, where the vote for disciplinary action or termination is taking place;</u>	Disciplinary provisions added to comply with the ONCA. Must renumber section in this Article

	<p><u>(b) written reasons for the disciplinary action or termination, at least 15 days before the Board of Directors meeting, where the vote for disciplinary action or termination is taking place; and</u></p> <p><u>(c) an opportunity to be heard orally or in writing, not less than 5 days before the disciplinary action or termination of membership becomes effective.</u></p>	
2.12 Good Standing	<p>A Member of the Association will be in good standing provided that the Member:</p> <p>b) Has completed and remitted all documents as required by the Association; f) Had paid all required membership dues, if any.</p>	
3.1 Types of Meetings	<p>Meetings of the Members meetings will include Annual General Meetings and Special General Meetings.</p>	Language clean up
3.2 Special General Meetings	<p>A Special General Meeting of the Members may be called at any time by the Board, President, Chairperson, Vice-President, or upon the written requisition of ten (10%) percent or more of the voting Members of the Association. Agenda of special general meetings will be limited to the subject matter for which the meeting was duly called.</p>	Language clean up
3.3 Location and Date	<p>The Association will hold meetings of Members at such date, time and place as determined by the Board, <u>within the Province of Ontario</u>. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting.</p>	Language added to comply with the ONCA
3.4 Notice	<p>Written notice of meetings of Members will be given to all Members at least thirty (30) days and not more than sixty (60) days <u>not less than ten (10) days and not more than fifty (50) days</u> prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions.</p>	Language changed to comply with the ONCA

<p>3.5 Adjourned Meetings</p>	<p>Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting <u>unless the continuing meeting is set to take place 30 days after the adjourned meeting.</u></p>	<p>Language added to comply with the ONCA</p>
<p>3.6 Agenda</p>	<p>The agenda for the Annual General Meeting will at least include:</p> <ul style="list-style-type: none"> a) Call to order b) Establishment of Quorum c) Appointment of Scrutineers d) Approval of the Agenda e) Declaration of any Conflicts of Interest f) Adoption of Minutes of the previous Annual Meeting g) Board, Committee and Staff Reports h) Report of Auditors i) Appointment of Auditors j) Business as specified in the meeting notice k) Election of new Directors l) Adjournment 	
<p>3.7 New Business</p>	<p>Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Association at least sixty (60) ten (10) days prior to the meeting date or upon the sole discretion of the President or designate.</p>	
<p>4.2 Composition of the Board</p>	<ul style="list-style-type: none"> a) <u>President-Chair President</u> b) <u>Vice-President - Internal Affairs / Vice Chair Chairperson</u> c) <u>Vice-President - Finance and Partnerships</u> d) <u>Vice-President - External Affairs Secretary</u> e) <u>Director of Administration and Services Treasurer</u> f) <u>Director of Strategic Partnerships and Development</u> g) Director of Marketing and Communications h) <u>Director of Special Events and Alumni Engagements</u> g) Director at Large (<u>4 6</u>-positions) 	<p>If accepted, the position titles would be changed throughout the Bylaws.</p>

4.3 Immediate Past President	The Immediate Past President will be an ex-officio member of the Board of Directors for a <u>minimum of 1 year.</u>	
4.4 Eligibility <u>for Director Positions</u>	Any Regular Member who is eighteen (18) years of age or older and who has the power under law to contract and is a member of the Association in good standing may be nominated for election as a <u>Chairperson, Secretary, Director of Marketing and Communications or Director at Large.</u> <u>The member should also not be previously removed and/or under 4.19.</u>	
4.5 <u>Eligibility for President – Chair and Vice-President(s) Positions</u>	<p>(a) Any Member wishing to be nominated for election as President, <u>must have held an elected executive position for at least one (1) term prior to being nominated for election as President-Chair. Further, any Member wishing to submit their candidacy for the President-Chair position must fulfill the requirements set out in section 4.10 (Vote of Confidence) below.</u></p> <p><u>(b) Any Member wishing to be nominated for election as Vice President(s) Treasurer or Chair must have held an elected a-Director position for at least one (1) term year prior to being nominated for election as President, Vice-President(s), Treasurer or Chair.</u></p>	
4.6 Recruitment/Nominating Committee	The Recruitment/Nominating Committee will be comprised of the three Members of the Association as appointed by the Board of Directors. <u>The Chair of the Recruitment/Nominating Committee will be the most senior position of the board, as set out in section 4.2.</u>	
4.7 Duties	The Recruitment/Nominating Committee will be responsible to solicit nominations for the election of the Board of Directors and may nominate additional candidates for the election of Board of Directors. <u>The Recruitment/Nominating Committee may accept or refuse a candidate based on the policies and by-laws.</u>	
4.8 Nomination	Any nomination of an individual for election as a Director will:	

	a) Include the consent of the nominee. <u>Execute the Corporation's nomination form.</u>	
4.10 Vote of Confidence	<u>A Member wishing to submit their candidacy for the position of President-Chair must notify the Chair of the Recruitment/Nominating Committee of their intention to run for that position, at least sixty (60) days prior to the Annual General Meeting. The Board of Directors shall determine if the Member is eligible to be a candidate for the President-Chair position, using criteria established by the Board of Directors. The Board of Directors shall vote on the suitability of the Member (Vote of Confidence) at least thirty (30) days prior to the Annual General Meeting for the relevant election. If the Board of Directors vote in favour of the Member running for the President-Chair office, they shall be permitted to place their candidacy for that position.</u>	
4.19 Vacate Office	a) The Director is absent from 2 two (2) consecutive Board Meetings <u>within a their election term</u> , without reasonable notification to the <u>President-Chair President</u> , or the Vice-President - <u>Internal Affairs / Vice Chair</u> , in the case of the President;-	
4.26 Quorum	At any meeting of the Board of Directors, <u>quorum will be majority (50% + 1)</u> of the voting Directors holding office.	
5.2 Duties	<u>a) The President-Chair shall serve as the chief executive officer of the Association, assuming the role of chairperson at meetings of Members, the Board, and the Executive. Assume responsibility for the overall supervision of the Association's affairs and operations, overseeing its day-to-day activities and ensuring alignment with the organization's mission and objectives. Act as the official spokesperson of the Association, representing its interests and communicating its positions to external stakeholders. Provide leadership and guidance to board of directors and office staff, ensuring effective performance and adherence to established policies and procedures. Present a comprehensive report at the Annual General Meeting, outlining the Association's activities, achievements, and challenges during the preceding term. Adhere to the duties of a director at large, and perform any other duties as assigned by the Board of Directors to support the overall objectives and mission of the Association.</u>	All existing duties will be replaced with the proposed language in the left column.

b) The Vice-President - Internal Affairs / Vice Chair will support and assist the President-Chair in all duties, assume the duties of the President in their absence, present a report to be presented at the Annual General Meeting and will perform such other duties as may from time to time be established by the Board. They will circulate the agenda before each meeting. The Vice-President - Internal Affairs / Vice Chair will oversee administrative duties and responsibilities of the board. Adhere to the duties of a director at large ,and perform any other duties as assigned by the Board of Directors to support the overall objectives and mission of the Association.

c) The Vice-President - Finance will keep proper accounting records as required by the Act; will cause to be deposited all monies received by the Association in the Association's bank account, will supervise the management and the disbursement of funds of the Association, when require will provide the Board with an account of financial transactions and the financial position o the Association, will prepare annual budgets, provide the Board of Directors a monthly financial report of the Association. The Vice-President - Finance and Partnerships will foster strategic partnerships and plan to expand the finances of the association. Adhere to the duties of a director at large ,and perform any other duties as assigned by the Board of Directors to support the overall objectives and mission of the Association.

d) The Vice-President - External Affairs will lead initiatives that build and execute brand, strengthen marketing and communications, industry leaders, and other influencers and stakeholders for the benefit of the association. The Vice-President - External Affairs will lead in promotion of the association's branding and aware on College's environment, will be the lead the implementations of key events for the association. Adhere to the duties of a director at large ,and perform any other duties as assigned by the Board of Directors to support the overall objectives and mission of the Association.

e) The Director of Administration and Services (DAS) shall work closely with the Vice-President of Internal Affairs/Vice Chair and shall hold a vital role in the efficient operation of the Association. The DAS shall attend all meetings of the Board and undertake responsibilities related to documentation, legal matters, and record-keeping. Facilitate compliance with legal requirements and regulations pertaining to the Association's operations and activities. Adhere to the duties of a director at large, and perform any other duties as assigned by the Board of Directors to support the overall objectives and mission of the Association.

f) The Director of Strategic Partnerships and Development (DSPD) shall work closely with the Vice-President of Finance and Partnerships and shall serve as the primary liaison between the association and its partners. The DSPD shall collaborate with cross-functional teams to identify new opportunities and negotiate agreements that are mutually beneficial. Additionally, the DSPD shall be responsible for nurturing and growing existing partnerships to ensure alignment with Relativity and Partner's commercial, product, and strategic objectives. Maintain accurate records of partnership agreements and activities. Adhere to the duties of a director at large, and perform any other duties as assigned by the Board.

g) The Director of Marketing and Communications (DMC) shall work closely with the Vice-President - External Affairs, implement strategic insight, and guidance to marketing and communication of the association. The DMC shall collaborate closely with the marketing team to ensure effective communication and branding strategies that align with the Association's objectives. Oversee the growth, strategy, and implementation of social media initiatives, utilizing these platforms to enhance engagement and visibility. Remain current with advancements and changes in communication platforms, leveraging these insights to maximize the effectiveness of marketing efforts. Adhere to the duties of a director at large, and perform any other duties as assigned by the Board of Directors to support the overall objectives and mission of the Association.

h) The Director of Special Events and Alumni Engagement (DSEAE) shall assume responsibility for the development, implementation, and management of a

	<p><u>comprehensive alumni program within the Association. This role entails expanding engagement opportunities and fostering increased involvement among alumni through strategic initiatives. Additionally, the DSEAE shall serve as the primary contact for special event; organize and supervise all aspects of special events, including personnel recruitment, training, and coordination to ensure successful execution. The DSEAE will also be responsible for overseeing the management of Alumni Association chapters. Adhere to the duties of a director at large, and perform any other duties as assigned by the Board of Directors to support the overall objectives and mission of the Association.</u></p> <p><u>i) The Director at Large is pivotal in upholding the organization's mission, vision, strategic goals, and policies, dedicated to advancing its objectives consistently. Directors are entrusted with diligently executing the Board's functions, actively engaging in discussions and decision-making processes. Furthermore, they play an active role in recommending individuals with relevant skills and expertise for Board positions or other organizational roles, utilizing their networks for the organization's benefit. Directors are also expected to serve on at least one committee, offering valuable insights to drive committee goals forward, and act as ambassadors of the alumni association, advocating for its mission and initiatives within the community. Additionally, directors are tasked with planning and executing at least one event per fiscal year, utilizing their creativity and organizational skills to foster engagement among alumni and stakeholders. They must adhere to this code of conduct, undergoing periodic reviews to ensure alignment with organizational values, and perform any other duties as may be designated by the Board, showcasing adaptability and dedication to the organization's overall success. Perform any other duties as assigned by the Board of Directors to support the overall objectives and mission of the Association.</u></p>	
5.3 Removal	<p>An Officer may be removed by Special Resolution of the Board or by Special Resolution of the voting Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote</p>	

	<u>An Officer may be removed by two-thirds vote of the voting Members present at an Annual General Meeting or Special Meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at such a meeting.</u>	
6.9 Property	<u>The Board of Directors may direct</u> the Association <u>to</u> acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine. <u>For greater clarity, the Board of Directors are restricted to only acquiring or leasing lands, buildings or other real property within the Province of Ontario.</u>	New language to comply with the ONCA and to restrict the transactional power of the Board, in order to avoid past issues with this provision.
ARTICLE VII -AMENDMENT OF BYLAWS	<p>7.2 Voting – These Bylaws may only be amended, revised, repealed or added to by a two-thirds affirmative vote <u>ordinary resolution</u> of the Members, present at a meeting duly called to amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.</p> <p>7.3 Notice in Writing <u>of Amendments</u> – Notice in writing of <u>any Bylaw amendments</u> is to be delivered to the Board fifteen (15) forty-five (45) days prior to the date of the meeting at which it is they are to be considered. and is to be delivered to The <u>proposed Bylaw amendments shall be shared with</u> voting Members at least ten (10) thirty (30) days prior to <u>the</u> meeting at which it is they are to be considered.</p> <p><u>7.4 Fundamental Changes - A special resolution of the members is required to make any amendment to the Association’s articles and for any fundamental change to the Association’s Bylaws, as defined by the Act.</u></p> <p>7.4 Waiver of Notice – Notwithstanding any other provisions of these Bylaws, the notice provisions of Article 7.3 may be waived by an affirmative vote of not less than 50% plus one of the Members present and entitled to vote.</p>	Language changed to comply with the ONCA
ARTICLE IX - DISSOLUTION	Upon the dissolution of the Association, any funds or assets remaining after paying all debts will be distributed to one or more organization with similar objectives as the Association as determined by the Board of Directors.	

	<p><u>Upon the dissolution of the corporation and after satisfying the interests of its creditors in all debts, obligations and liabilities, its remaining property shall be distributed to another public benefit corporation with similar purposes to its own, a Canadian body corporate that is a registered charity under the Income Tax Act (Canada), R.S.C. 1985 (5th Supp.), c. 1 with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, an agent of either of those Crowns or a municipality in Canada.</u></p>	
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