

**Association for Nonprofit and Social Economy Research Canada/
L'Association de recherche sur les organismes sans but lucrative
et de l'économie sociale du Canada**

**Bylaws
(Amended June 2020)
(Last Amended May 2017)**

Article 1. Definitions and Interpretation

1.1 Definitions. In this by-law and all other by-laws of the Association, 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 Corporation;

“**Association**” means the Association without share capital incorporated under the Act by letters patent dated and named the Association for Nonprofit and Social Economy Research Canada/L'Association de recherche sur les organismes sans but lucratif et de l'économie sociale;

“**attendance**” includes participation by telephonic, electronic or other communication facility;

“**board**” means the Board of Directors of the Association;

“**by-law**” means this by-law and any other by-law of the Association as amended and which are, from time to time, in force and effect;

“**letters patent**” means the letters patent incorporating the Association as from time to time amended and supplemented by supplementary letters patent;

“**meeting of members**” includes an annual meeting of members and any special meetings of members;

“**ordinary resolution**” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

“proposal” means a proposal submitted by a member of the Association that meets the requirements of section 163 (Member Proposals) of the Act;

“regulations” means the regulations made under the Act, as amended, restated or in effect from time to time;

“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

“writing” includes electronic communication.

1.2 Interpretation. In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

Article 2. Objects of the Association

The objects of the Association are:

2.1. To educate the public on nonprofit organizations and the social economy by sponsoring conferences and operating an online journal that provides high quality, peer reviewed research on these subjects; and

2.2. To advance education by offering grants and awards to students conducting research and in recognition of the contributions of outstanding practitioners and scholars in this field.

Article 3. Transaction of the Affairs of the Association

3.1 Head office. Until changed in accordance with the Act, the head office of the Association shall be in the City of Kingston at Queen's University. The Association may, however, establish such other offices and agencies elsewhere within Canada as the Board of Directors may, by resolution, deem expedient. All offices shall recognize the equal status of the two official languages.

3.2 Financial year. Until otherwise ordered by the Board, the financial year of the Association shall end on the last day of December in each year.

3.3 Banking arrangements. The banking business of the Association shall be transacted to the extent possible with credit unions, or other firms or organizations as may from time to time be designated by or under the authority of 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.

3.4 Borrowing powers. Directors can borrow without the members' approval.

The directors of the Association may, without authorization of the members,

- a. borrow money on the credit of the Association;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the Association;
- c. give a guarantee on behalf and
- d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any debt obligation of the Association.

Article 4. Conditions of Membership

4.1 Subject to the articles, there shall be one class of members in the Association. Membership in the Association shall be available only to individuals interested in furthering the Association's purposes and who have applied for and been accepted into membership in the Association by resolution of the Board or in such other manner as may be determined by the Board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Association.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

4.2 Membership dues: Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Association.

4.3 Term of membership. The interest of a member in the Association is not transferable and lapses and ceases to exist upon failure to pay the fee for membership, upon death or upon a member resigning or otherwise ceasing to be a member in accordance with the by-laws of the Association.

4.4 Resignation. A member may resign by submitting a resignation in writing which shall be effective upon delivery of the resignation or a copy thereof to the Board.

4.5 Removal. The Board may pass a resolution authorizing the removal of a member for cause from the register of members of the Association. No such resolution shall be put before the Board until after the member in question has been notified in writing of the

cause and afforded an opportunity for a hearing before the Board. The Board shall notify any such member of the act which, in their opinion, is improper or detrimental to the Association and of the time and place of the meeting of the Board at which the member in question will be heard. Such notice shall be given at least one week prior to such meeting.

4.6 Effect of termination of membership. Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.

4.7 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

Article 5. Meetings of Members

5.1 Annual Meeting. The Annual Meeting of the members shall be held during the annual conference of the members. It shall be held for the purpose of receiving the reports and statements required by the Act to be placed before the Annual Meeting, electing Directors, appointing auditors/reviewers and for the transaction of such other matters as may properly be brought before the meeting.

5.2 Special Meetings. Special Membership Meetings may be called by the President or by the Board of Directors upon 30 days' written notice to the membership of the date and time of the meeting and its agenda. The Association must call a Special Membership Meeting if a written request for such a meeting is submitted to the President and Secretary by five percent or more of the membership.

5.3 Place of meetings. Meetings of members shall normally be held at the location of, and in conjunction with, the annual conference of the Association.

5.4 Notice of meetings.

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Changes) of the Canada Not-for-Profit Corporations Act, a special resolution of the members is required to make any amendment to the by-laws of the Association to change the manner of giving notice to members entitled to vote at a meeting of members.

Further, for members calling a members' meeting, the Board of Directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

5.5 President and Secretary. The President of the Association or, in his/her absence, a Vice-President who is a Director of the Association shall preside over any meeting of members; if no such officer be present within fifteen minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be President. If the Secretary of the Association be absent, the President shall appoint some person, who need not be a member, to act as Secretary of the meeting.

5.6 Quorum. A quorum for the transaction of business at any meeting of members shall be 10% of the Association's members in good standing who are present at the beginning of the meeting in person or participating at a distance by any means accessible to them. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

5.7 Right to vote. At any meeting of members every person shall be entitled to vote who is at the time of the meeting entered in the books of the Association as a member of the Association.

5.8 Voting. Voting at any Annual or Special Membership Meeting may be by oral or written ballot. All action at a Membership Meeting at which a quorum is present shall be by majority vote of the members present and voting at the meeting. Proxy voting is not permitted. Voting in elections and on all other matters not occurring at an Annual or Special Membership meeting may be conducted by mail, email, or any other means of electronic communication accessible to members.

5.9 Participation by electronic means at members' meetings. Participation at meetings of members may be by telephonic, electronic or other communication facility. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.

Article 6. Board of Directors

6.1 Number of Directors. The affairs of the Association shall be managed by a Board of Directors of not less than nine (9) and not more than fifteen (15) voting members, the

exact number to be determined from time to time by the Board. The editors of the Association's journal shall be invited to participate in all Board meetings on a nonvoting basis.

6.2 Qualification. No person shall be qualified as a Director unless s/he shall be a member and be nineteen or more years of age. All candidates must be members of the Association in good standing.

6.3 Election of Directors. Subject to the Act and Articles, at each Annual Meeting members will elect a number of Directors equal to the number of Directors retiring plus vacancies. A slate of candidates for the Board of Directors will be presented to the membership by the Board by means of electronic or other communication facility at least one month before the Annual Meeting of the Association. Additional candidates may be put forward by members provided they submit their nominations at least three weeks before the distribution of the aforementioned communication.

6.4 Term of office. A Director shall normally serve for a term of three years and shall be eligible for up to four, three-year terms. In the case of the first Board of Directors, one-third shall be elected for a one year term, one-third for a two year term and one-third for a three year term. The editors of the Association's journal shall serve as ex-officio members of the Board for the duration of their editorship.

6.5 Vacation of office and removal from office. The offices of Directors shall be vacated upon the occurrence of any of the following events: (a) if an order is made declaring them to be a mentally incompetent person or incapable of managing their affairs; (b) on death; or (c) if, by notice in writing to the Secretary of the Association, they resign their office; or (d) upon expiration of their term of office. Retiring Directors shall remain in office until the adjournment of the meeting at which their retirement is accepted and their successors appointed.

Removal of Directors: Directors may be removed from office only by a majority vote of the members at a special meeting.

6.6 Vacancies. Vacancies on the Board caused by the departure of Board members may be filled by the appointment of new members by the Board. The duration of such appointments will be until the next Annual Meeting of the membership.

6.7 Calling of meetings. Meetings of the Board shall be held from time to time at the call of the Board or the President or Vice-President or any two Directors. Notice of the time and place of every meeting so called shall be given to each Director not less than two weeks before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the Directors are present and if those absent signify their consent to such meeting being held.

6.8 First meeting of new Board. Provided a quorum of Directors is present, each newly

elected Board shall without notice hold its first meeting immediately following the Annual Membership Meeting of members at which such Board is elected.

6.9 Meetings. The Board of Directors shall hold at least one regular meeting in each calendar year immediately following the Annual Membership Meeting, and may hold such additional regular meetings as may be determined by Board resolution. The President may call a special meeting at any time and for any purpose, and shall call a special meeting for the indicated purpose on receipt of a request from any three or more Directors. The President presides over meetings of the Board. All actions taken by the Board, whether at a regular or special meeting, must be recorded by the Secretary in the minutes.

6.10. Attendance at meetings by telephonic, electronic or other communication facility. For every Board meeting, the Association will arrange for a telephonic, electronic or other communication facility that permits every Director in attendance, to hear all discussion and to speak when recognized.

6.11 Quorum. A majority of the number of currently serving Directors is a quorum of the Board. On any matter for which one or more Directors is recused by virtue of a conflict of interest, the number of Directors shall be reduced by the number of recusals for the purpose of calculating the quorum.

6.12 Notice. The Secretary shall provide at least 14 days notice, by any convenient means, of any Board meeting. The notice of any special meeting must identify any and all matters that may properly be included in its agenda.

6.13 Agendas. The agenda for each regular Board meeting may include any matter relating to the affairs of the Association and must provide an opportunity for the introduction of new business by any Director.

6.14 Director voting. The vote of a Director at a meeting is counted only if that Director is present, either by telephonic, electronic or other communication facility. Proxy voting is not permitted.

6.15 Action without a meeting by written consent. The Board may act without a meeting by circulating to all Directors an electronic notice of the intended action. Directors vote on that action electronically. Such action will become effective when the Secretary has received written consent from the majority of current Directors and recorded such action in the minutes.

6.16 Board policies. The Board may adopt policies to guide the Board's actions and the affairs of the Association, so long as these policies do not conflict with these by-laws. Such policies shall be maintained in the Board Policy Manual, which will be made available to the membership via our website.

6.17 Votes to govern. At all meetings of the Board every question shall be decided by a majority of the votes cast on the question; and in case of an equality of votes the President shall not be entitled to a second or casting vote.

6.18 Conflict of interest. All officers, other Directors, and members of committees shall serve without compensation, other than reimbursement for reasonable expenses as authorized by the Board. As so limited, the Board may adopt one or more conflict of interest policies applicable to Directors, officers, employees, and others dealing with the Association, and covered persons shall make such disclosures as may be required. The Association's conflict of interest policy or policies shall be maintained in the Board Policy Manual. If a conflict is implicated by a decision or transaction under contemplation by the Association, the affected person shall, in addition to disclosing all material information regarding that conflict, recuse himself or herself from consideration of the relevant decision or transaction.

Article 7. Officers

7.1 The officers of the Association shall be the President, Vice-President, Past President, Secretary and Treasurer and any such other officers as the Board of Directors may by by-law determine.

7.2 Except for the office of Past President, the officers of the Association shall be elected annually by a vote of the membership attending the Annual Meeting.

7.3. Officers shall be subject to removal at any time by resolution of at least two-thirds of the Board of Directors. If necessary, officers will have their terms of office as Board members extended until they have completed their terms as officers.

7.4 The President shall be the chief executive officer of the Association. They shall preside at all meetings of the Association and of the Board of Directors and shall have the general and active management of the affairs of the Association. They shall see that all orders and resolutions of the Board of Directors are carried into effect.

7.5 The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon them by the Board of Directors.

7.6 The Treasurer shall have the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. They shall disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the

President and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Association. They shall also perform such other duties as may from time to time be directed by the Board of Directors.

7.7 The Secretary shall ensure that a record is kept of votes and minutes of all proceedings of the Association. The Secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be. The Secretary will also be the custodian of the Association's corporate seal.

7.8. The duties of all other officers of the Association shall be as the terms of their engagement call for or as the Board of Directors requires of them.

Article 8. Committees

8.1 The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors. The Directors shall determine the duties of such committees and document them as written terms of reference.

Article 9. Execution of Documents

9.1 Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Association to sign specific contracts, documents and instruments in writing.

Article 10. Auditor/Reviewer

10.1 The members shall at each Annual Meeting appoint an auditor/reviewer to audit or review the accounts of the Association, to hold office until the next Annual Meeting, provided that the Directors may fill any casual vacancy in the office of the auditor/reviewer.

Article 11. Annual Financial Statements

The Association shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Association reproducing the information contained in the documents. Instead of sending the documents, the Association may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Association is not

required to send the documents or a summary to a member who, in writing, declines to receive such documents.

Article 12. Repeal and Amendment of By-laws

12.1 The by-laws of the Association may be repealed or amended by a by-law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds of the members at a meeting duly called for the purpose of considering the said by-law. Members must receive a written statement specifying the proposed by-law changes at least 30 days prior to such a meeting.

Amendments:

June 2016 AGM – Articles 1, 3.1, 5.1, 5.4.b), 6.4, 10

May 2017 AGM – Article 6.4

June 2020 AGM – Articles 1.1, 1.2, 3.4, 4.1, 4.2, 4.6, 5.4, 5.9, 6.3, 6.10, 6.14, 6.15, 6.16, 11