

Woodsworth College Alumni Association

By-Laws

May 29, 2024

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1. Interpretation

1.1 Definitions

In these By-Laws and all other By-Laws, resolutions, and any other policies of the WCAA (as defined below), and unless otherwise defined or where context indicates otherwise, the following terms are defined as follows:

- (a) "Alumni" (or "Alumnus") means persons who have:
 - i received degrees or postsecondary diplomas or certificates from programs offered by Woodsworth College; or
 - ii have completed one year of full-time studies, or the equivalent thereof as determined by the Governing Council or Woodsworth College Council, as applicable, towards such a degree, diploma, or certificate, and are no longer registered at the University of Toronto;
- (b) "Annual Meeting" means an annual meeting of Members as provided in section 7.1;
- (c) "Annual Business" shall include:
 - i the consideration of the financial statements;
 - ii the consideration of the audit or review engagement report, if any;
 - iii the election of Directors (as defined below); and
 - iv the appointment or reappointment of the Auditor (as defined below).
- (d) "Auditor" means the auditor of the WCAA appointed pursuant to Article 12;
- (e) "Board" means the board of directors of the WCAA;
- (f) "College" means, as established in *The University of Toronto Act, 1971*, Woodsworth College;
- (g) "College Council" means Woodsworth College Council;
- (h) "College of Electors" means the body established by the Governing Council (as defined below) to elect the alumni members of the Governing Council and the Chancellor of the University of Toronto;
- (i) "Director" means a director elected or appointed to the Board pursuant to Article 4;
- (j) "Elected Director" means a Director elected by the members pursuant to section 5.3;
- (k) "External Representative" means an individual elected or appointed pursuant to Article 10;
- (l) "Governing Council" means, as defined in *The University of Toronto Act, 1971*, as amended, The Governing Council of the University;
- (m) "Honorary Member" has the meaning set forth in section 4.8.;
- (n) "Member" means a person who has become a Member of the WCAA in accordance with section 3.1;
- (o) "Nominating Committee" shall mean the committee as provided in section 9.5;
- (p) "Officer" means an officer elected or appointed pursuant to Article 8;
- (q) "Ordinary Resolution" means a resolution that:
 - i is submitted to a meeting of the Members and approved at that meeting, with or without amendment, by at least a majority of votes cast; or
 - ii is otherwise consented to, such as via e-mail, by each Member entitled to vote at a meeting of the Members;
- (r) "President" means the President of the WCAA;
- (s) "Principal" means the principal or acting principal of the College;
- (t) "Special Business" includes all business transacted at a Special Meeting and all business transacted at an Annual Meeting, other than Annual Business;
- (u) "Special Meeting" means a special meeting of Directors called pursuant to section 7.2;
- (v) "Special Resolution" means a resolution that:
 - i is submitted to a meeting of the Members and approved at that meeting, with or without amendment, by at least two-thirds (66%) of votes cast; or
 - ii is consented to such as via e-mail, by each Member entitled to vote at a meeting of the Members or the Member's attorney;
- (w) "University" means the University of Toronto;
- (x) "WCAA" means the Woodsworth College Alumni Association;
- (y) "WCSA" means the Woodsworth College Student Association;

2. Association

2.1 Name

The name of the association is the "Woodsworth College Alumni Association", abbreviated as the "WCAA".

2.2 Objects

The objects of the WCAA shall be:

- (a) to create opportunities for alumni to connect with each other through learning and development, networking, social, recreational, and other activities;
- (b) to encourage alumni involvement in all activities at the College and the University community;
- (c) to assist in raising funds for the College through social and educational events of interest to our alumni;
- (d) to be involved with students and support the work of the WCSA and its objectives; and
- (e) to participate in College and University committees to ensure that the WCAA continues to be a vital link for Alumni to the University community.

2.3 Location of Offices

The offices of the WCAA shall be located at the College.

2.4 Dissolution

The WCAA may be dissolved by Special Resolution.

3. Membership of the Association

3.1 Composition

There shall be one (1) class of Members in the WCAA, comprising those individuals who are Alumni, each of whom shall be admitted as Members upon becoming an Alumnus.

3.2 Members' Rights

Each Member shall be entitled to receive notice of, attend, speak at, and vote at all meetings of the Members of the WCAA.

3.3 Transfer of Membership

Membership in the WCAA is not transferable.

3.4 Termination of Membership

Membership in the WCAA automatically terminates upon the occurrence of any of the following events:

- (a) the resignation in writing of a Member;
- (b) the death of a Member;
- (c) the expulsion of a Member from the WCAA in accordance with section 3.4(c); or
- (d) the dissolution of the WCAA.

3.5 Discipline of Members

- (a) The Board shall have the authority to suspend or expel any Member from the WCAA for any one or more of the following grounds:
 - i a material violation of any provision of the By-Laws or other policies of the WCAA;
 - ii carrying out any conduct which may be detrimental to the WCAA, as determined by the Board in its sole discretion; or
 - iii for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes and activities of the WCAA.
- (b) In the event the Board determines that a Member should be expelled or suspended from membership in the WCAA, the President, or such other Officer as may be designated by the Board, shall provide at least fifteen (15) 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, up to five (5) days before the end of this notice period.
- (c) In the event that no written submissions are received, 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 WCAA. 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. The notification shall be in writing within a reasonable time. The Board's decision shall be final and binding on the Member, without any further right of appeal.

3.6 Membership Fees

No membership fee shall be charged to any Member.

3.7 No Compensation for Members

A Member shall not be entitled to any compensation upon termination of membership.

4. Board of Directors

4.1 Board

- (a) The Board shall be comprised of Directors elected or appointed pursuant to section 5.3 and may include *ex officio* Directors appointed pursuant to this section 4.1(c).
- (b) The Board shall fix the number of Elected Directors from time to time, provided that at all times the Board shall comprise a minimum of three (3) and a maximum of twenty (20) Elected Directors, each of whom shall be a Member.
- (c) The Board may also include up to six (6) *ex officio* Directors, these being:
 - i the Principal;
 - ii up to two (2) College officials appointed by the Principal;
 - iii the President of WCSA or a representative thereof selected from among the elected directors of the board of directors of WCSA; and
 - iv up to two (2) students registered and in good standing at the College appointed by the Board.

4.2 Qualifications

Each Director, other than an *ex officio* Director, shall be a Member of the WCAA and otherwise shall:

- (a) be an individual who is at least eighteen (18) years of age;
- (b) not have the status of a bankrupt;
- (c) not be a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property; and
- (d) not be a person who has been declared incapable by any court or tribunal in Canada or elsewhere.

If a person ceases to be qualified as provided in this section 4.2, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 4.5.

4.3 Removal of Elected Directors by the Board

- (a) The Board may remove an Elected Director from office before the expiration of the Elected Director's term of office at a meeting of which notice of intention to present such resolution has been given to all Directors.
- (b) An Elected Director is entitled to give the Board a statement opposing his or her removal.
- (c) A resolution to remove an Elected Director must be approved by a two-thirds (66%) majority of the Directors present at the meeting.

4.4 Removal of Elected Directors by Members

- (a) The Members may remove an Elected Director from office before the expiration of the Elected Director's term of office by Ordinary Resolution passed by the Members at a Special Meeting called for that purpose.
- (b) At a Special Meeting duly called to remove an Elected Director, the Members may, by Ordinary Resolution, elect a person to replace the removed Elected Director for the remainder of the term of office.
- (c) An Elected Director is entitled to give the WCAA a statement opposing his or her removal.
- (d) Where the Members do not fill the vacancy created by the removal of an Elected Director at the Special Meeting, the vacancy may be filled in accordance with section 4.5.

4.5 Vacancies

- (a) So long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by resolution of the Directors, provided that the number of vacancies which may be filled by the Board between Annual Meetings shall not exceed one-third (33%) of the number of Directors elected at the previous Annual Meeting.
- (b) If no quorum of Directors remains in office, the remaining Directors shall call a Special Meeting to fill a vacancy on the Board.
- (c) A Director who is elected or appointed to fill a vacancy pursuant to this section 4.5 shall hold office until the next Annual Meeting.
- (d) The Directors are not required to fill a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in these By-Laws, or from a failure by the Members to elect the maximum number of Directors provided for in these By-Laws.

4.6 Removal of *Ex Officio* Directors

- (a) Neither the Board nor the Members may remove the Principal as an *ex officio* Director.
- (b) Only the Principal may remove as *ex officio* Directors the College officials appointed pursuant to section 4.1(c)(ii)..
- (c) The Board may remove an *ex officio* Director appointed pursuant to sections 4.1(c)(iii) or (iv) from office at a meeting of which notice of intention to present such resolution has been given to all Directors.

4.7 Remuneration of Directors

The Directors shall serve without remuneration. Directors shall, however, be entitled to receive reimbursement from the Board for reasonable expenses incurred in carrying out their duties on behalf of the WCAA.

4.8 Honorary Directors

- (a) Any individual who has served as President is an Honorary Director.
- (b) In recognition of outstanding service to the College, the University, or the WCAA, the Board may by resolution bestow upon any person who is not and/or has not been a Member the status of Honorary Director.
- (c) Any individuals who have received the designation of Honorary Director from the WCAA shall be continued in such office under these By-Laws.
- (d) Honorary Directors shall have no right to vote at meetings of the WCAA.

5. Election of the Board

5.1 Nominations

Candidates for the office of Elected Director shall comprise:

- (a) the slate of candidates for the office of Elected Directors proposed by the Nominating Committee, which must be provided to the Secretary at least fourteen (14) days prior to the Annual Meeting; and
- (b) any persons nominated by written notice delivered to the Secretary by any Member entitled to vote, provided that such nominations are:
 - i provided to the Secretary at least seven (7) days prior to the date of the meeting of Members at which the election of Elected Directors is held; and
 - ii accompanied by the names, addresses, and signatures of the nominator, seconder, and at least ten (10) Members, as well as the written consent of the candidate. The nominator and seconder must each be Alumni.

There shall be no nominations from the floor of the meeting at which Elected Directors are elected.

5.2 Form of Notice

The Board may prescribe the form of nomination notice.

5.3 Election of Elected Directors

At each Annual Meeting, a number of Elected Directors equal to the number of Elected Directors retiring plus any vacancies then outstanding shall be elected by the Members entitled to vote.

5.4 Term of Office

The term of office of each Elected Director shall be one (1) year, to expire at the first Annual Meeting following election.

5.5 Re-Election

- (a) Each Elected Director is eligible for election for six (6) consecutive full terms, and afterwards is not eligible for re-election until a period of three (3) years has elapsed from the date such person ceases to be a Director.
- (b) Notwithstanding section 5.5(a), a person serving as President or Immediate Past President may continue to serve as a Director for the remainder of the traditional cycle of service in such offices then in progress up to a maximum of eight (8) consecutive years as a Director of the WCAA.
- (c) Notwithstanding sections 5.5(a) and (b), no person may serve as an Elected Director for more than ten (10) years cumulatively.
- (d) Notwithstanding sections 5.5(a), (b), and (c), any Elected Director's term of office may be extended at the discretion of the board and with the consent of the Principal, provided that there is a compelling reason to do so, as determined by the Board and the Principal in their sole discretion.

6. Meetings of the Board

6.1 Calling Meetings

Meetings of the Board may be called by:

- (a) the President; or
- (b) the Secretary on the direction in writing of two (2) Directors.

Meetings shall be held at the time and place specified in the notice.

6.2 Meeting following the Annual Meeting

The Board may hold a meeting immediately following the Annual Meeting for the purpose of organization, confirming the appointment of Officers pursuant to section 8.1, and the transaction of any other business. No notice shall be required for this meeting.

6.3 Regular Meetings

The Board may appoint six (6) or more days in each year for regular meetings of the Board at a set place and time. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director as soon as possible after being passed, but no other notice shall be required for any such regular meeting.

6.4 Notice of Meetings

- (a) Except for meetings held pursuant to sections 6.2 and 6.3, notice of the time, place, and date of any meeting of the Board and the nature of the business to be conducted shall be given to each Director by e-mail at least seven (7) days before the meeting is to take place, excluding the date on which notice is given.
- (b) Upon the unanimous consent of the Directors, the length of time prior to the meeting by which notice must be provided, as set out in section 6.4(a), may be decreased.

6.5 Board Meeting Chair

The President, or an Elected Director designated by the President, shall chair meetings of the Board. In the absence of the President or designate, the Vice-President, or an Elected Director designated by the Vice President, shall chair meetings of the Board. In the absence of the President or designate and the Vice-President or designate, the Board may designate an Elected Director to chair meetings of the Board.

6.6 Meetings by Electronic Conference

- (a) If all of the Directors consent, generally or in respect of a particular meeting, any person entitled to attend a meeting of Directors may participate in a meeting by means of an electronic

communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality, or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.

6.7 Quorum

A quorum for the transaction of business at meetings of the Board shall be one-third (33%) of the number of Elected Directors serving in that office from time to time rounded up to the nearest whole number. No business shall be conducted at any meeting of the Board unless a quorum of Directors is present throughout the meeting.

6.8 Voting

The method of voting at any meeting of the Board shall be determined by the chair of the meeting prior to any vote being taken. Each Director shall have one (1) vote on each question raised at any meeting of the Board, and all questions shall be determined by a majority of the votes cast. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote in addition to their original vote as a Director.

6.9 Adjournments

Any meeting of Directors may be adjourned to any time. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting.

7. Meetings of the Members

7.1 Annual Meeting

- (a) An Annual Meeting shall be held at the University at a place, time, and day determined by the Board for the purpose of conducting the Annual Business and any Special Business.
- (b) The Annual Meeting shall be held not later than fifteen (15) months following the last Annual Meeting provided that any Annual Meeting shall be held within six (6) months of the financial year end of the WCAA.
- (c) The Board, in its absolute discretion, may determine whether an Annual Meeting shall be conducted virtually, in person, or via hybrid format.

7.2 Special Meeting

- (a) The Board may at any time call a Special Meeting for the transaction of any business specified in the notice calling the meeting. A Special Meeting may be held separately from or together with an Annual Meeting.
- (b) The Board shall call a Special Meeting on written requisition from no less than three hundred (300) Members.
- (c) The Board, in its absolute discretion, may determine whether a Special Meeting shall be conducted virtually, in person, or via hybrid format.

7.3 Fixing a Record Date

The Directors may fix a record date for each meeting to determine which Members are entitled to receive notice of the meeting and are entitled to vote at the meeting. A record date for providing notice must not be more than fifty (50) days before the day on which notice is sent and a record date for determining Members entitled to vote must not be more than fifty (50) days before the day the meeting is to be held. If the Directors do not fix a record date for which Members are entitled to receive notice of the meeting or to vote at such meeting, then the day shall be at the close of business on the day immediately preceding the day on which notice is given or, if no notice is given, the day of the meeting.

7.4 Notice of Meetings

Notice of the time, place, and date of any Annual Meeting or Special Meeting and sufficient information for a Member to make a reasoned judgment on any Special Business to be considered, including information on any Special Resolution to be submitted to the meeting, shall be given to each Member entitled to vote at the meeting, to each Director, and to the Auditor or the person appointed to conduct a review engagement of the WCAA by publishing the Notice:

- (a) in the issue of the University of Toronto Magazine or its successor publication or Window Magazine or its successor publication published preceding the day of the Annual or Special Meeting, provided that the issue is published at least ten (10) days before the day upon which the meeting is to be held; or
- (b) on the website of either the University, the College, or the WCAA at least ten (10) days and not more than fifty (50) days before the day upon which the meeting is to be held.

7.5 Those Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be:

- (a) those entitled to vote at the meeting, including Members and proxy holders;
- (b) the Directors and the Auditor; and
- (c) such other persons who are entitled or required under any provision of the WCAA By-Laws to be present at the meeting.

Any other person may be admitted only on the invitation of the President, the Principal, or by Ordinary Resolution of the Members.

7.6 Quorum

- (a) A quorum for the transaction of business at meetings of the Members shall be at least twenty (20) Members of the WCAA entitled to vote, and present in person or represented by proxy.
- (b) Subject to section 7.6(c), no business shall be transacted at any meeting of the Members unless the necessary quorum is present throughout the meeting.
- (c) Two (2) persons present in person may constitute a quorum where:
 - i less than a quorum, but two (2) or more, persons are present in person one-half hour after the commencement time specified in the notice calling the meeting of Members; and
 - ii the business transacted is limited to the selection of a chair and a secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying a date, time, and place for the resumption of the meeting.
- (d) If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place.

7.7 Members' Meeting Chair

The President (or, in the absence of the President, the Vice-President or such other Elected Director designated by resolution of the Board) shall chair Meetings of the Members.

7.8 Voting by Members

- (a) The method of voting at any meeting of the Members shall be determined by the chair of the meeting prior to any vote being taken. Each Member shall have one (1) vote on each question raised at any meeting of the Members, and all questions shall be determined by Ordinary Resolution unless otherwise specified. In the case of an equality of votes on a show of hands, a ballot or the results of electronic voting, the chair of the meeting shall have a second or casting vote in addition to an original vote as a member.
- (b) At all meetings of Members every question shall be decided by a show of hands unless otherwise required by a By-Law of the WCAA or unless a ballot is required by the chair of the meeting. Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the chair of the meeting that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the WCAA is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.9 Proxies

Every Member entitled to vote at meetings of Members may, by means of a proxy, appoint a person to attend the meeting on the Member's behalf to act in the manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing. The proxy holder need not be a Member.

- (a) A proxy shall be executed by:
 - i the Member entitled to vote; or
 - ii the attorney of the Member entitled to vote authorized in writing under a valid power of attorney.

- (b) A proxy is valid only at the meeting for which it is given or at the continuation of that meeting after an adjournment.
- (c) A proxy may be in such form as the Board prescribes or in such other form as the chair of the meeting may accept as sufficient.
- (d) A proxy shall be deposited with the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe; provided that any proxy deposited by a Member that is a corporation and which has been executed by other than the Authorized Representative shall be accepted and counted over a proxy form signed by the Authorized Representative. The Board may set a deadline to deposit proxies, such deadline shall not exceed forty-eight (48) hours, excluding Saturdays and holidays before the meeting.

7.10 Ballot

If a vote by ballot is requested on any other question, it shall be taken in the manner and time as the chair of the meeting directs. The result of a vote by ballot shall be deemed to be the resolution of the meeting at which it was requested. A request for a vote by ballot may be withdrawn at any time prior to the taking of the ballot.

7.11 Adjournments

Any meeting of Members may be adjourned to any time by the chair of the meeting. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting where the resumption of the meeting occurs less than thirty (30) days from the date of the original meeting, other than an announcement at a meeting that is adjourned.

8. Officers

8.1 Officers

- (a) The Board may elect or appoint, as applicable, the following Officers, each of whom, unless otherwise provided in the By-Laws, shall be elected or appointed at the last meeting of the Board immediately preceding the Annual Meeting to take office following such Annual Meeting:
 - i a President, elected or appointed by and from among the Elected Directors;
 - ii a Vice-President, elected or appointed by and from among the Elected Directors;
 - iii a Treasurer, elected or appointed by and from among the Elected Directors;
 - iv a Secretary, elected or appointed by and from among the Elected Directors; and
 - v an Immediate Past President, who shall be the individual having held the office of President immediately before the appointment of the President then in office.
- (b) The Board, in its discretion, may appoint one or more Vice-Presidents, Assistant Treasurers, Assistant Secretaries and other Officers, from time to time (from among the Elected Directors). Any two or more offices may be held by the same individual.

8.2 Terms of Office of Officers

The term of office of each Officer shall be one (1) year, to expire at the first meeting of the Board following the Annual Meeting following the Officer's election to that office. A Director may be re-elected to the same position for up to one (1) additional term, after which point the Director may not be elected to this position until a period of two (2) years has elapsed unless the Elected Directors and the Principal consent that the term limit be waived for one more year.

8.3 President

The President shall:

- (a) supervise and control the operations of the WCAA;
- (b) be an *ex officio* member of all Committees of the Board;
- (c) serve as the primary liaison between the WCAA and the College, the University, and the UTAA; and
- (d) be a designated signing officer of the WCAA and sign all documents requiring the signature of that office; and
- (e) have such other powers and perform such other duties as prescribed by the Board from time to time.

The President may also be called the Chair of the Board.

8.4 Vice-President

The Vice-President shall:

- (a) perform such functions as may be assigned by the President;
- (b) in the absence of the President or in the event that the President is no longer be able to serve as President, perform all of the functions of the President and be vested with all of the President's powers; and
- (c) be a designated signing officer of the WCAA and sign all documents requiring the signature of that office.

The Vice-President may also be called the Vice-Chair of the Board.

8.5 Treasurer

The Treasurer shall:

- (a) keep or cause to be kept full and accurate accounts of all receipts and disbursements of the WCAA in proper books of account;
- (b) be a designated signing officer of the WCAA and sign all documents requiring the signature for banking purposes;
- (c) deposit all moneys or other valuable effects in the name and to the credit of the WCAA in the bank or banks from time to time designated by the Board;
- (d) disburse the funds of the WCAA under the direction of the Board;
- (e) render to the Board, whenever required, an account of all transactions as Treasurer and of the financial position of the WCAA;
- (f) co-operate with the Auditor of the WCAA during any audit of the accounts of the WCAA;
- (g) prepare an annual budget for submission to the Board; and
- (h) perform the other duties prescribed by the Board.

8.6 Secretary

The Secretary shall:

- (a) record the complete proceedings of each Annual Meeting, Special Meeting, and meeting of the Board;
- (b) prepare and send notices of each Annual Meeting, Special Meeting, and meeting of the Board;
- (c) prepare and produce all documents necessary to conduct business at each Annual Meeting, Special Meeting, and all meetings of the Board; and
- (d) maintain all records, documents, papers and other property of the WCAA, except those items which are kept by the Treasurer.

8.7 Immediate Past-President

The Immediate Past-President shall:

- (a) subject to section 9.5(b), chair the Nominating Committee; and
- (b) conduct the elections at each Annual Meeting, Special Meeting, and meeting of the Board.

8.8 Other Officers

The Board may from time to time determine the duties of the other Officers.

8.9 Delegation of Duties

Any Officer may delegate the duties of the office to another person, provided that the delegating Officer remains responsible for ensuring that such duties are carried out, except when otherwise required by law.

8.10 Removal from Office

Any Officer may be removed by resolution of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors.

8.11 Remuneration of Officers

Officers shall not be entitled to remuneration, but shall be entitled to reimbursement for reasonable expenses incurred in carrying out their duties.

9. Committees

9.1 Standing Committees

There shall be an Executive Committee, a Nominating Committee, and such other Standing Committees for such purposes as the Board may determine by resolution.

9.2 Combined and Inactive Committees

The Board may combine the work of two (2) or more Standing Committees under such name as the Board shall select and may permit any Standing Committee to be inactive.

9.3 Ad Hoc Committees

- (a) There may be such Ad Hoc Committees for such purposes as the Board may determine. The existence of each such Ad Hoc Committee shall be terminated automatically upon the occurrence of any of the following events:
 - i the delivery of its report;
 - ii the completion of its assigned task; or
 - iii a resolution to that effect by the Board.
- (b) Upon any event described in section 9.3(a), the Board may by resolution continue such Ad Hoc Committee.

9.4 Executive Committee

The Executive Committee shall:

- (a) comprise:
 - i the President;
 - ii the Vice-President;
 - iii the Treasurer;
 - iv the Secretary;
 - v the Immediate Past President; and
 - vi any Officer the Board of Directors has elected or appointed pursuant to section 8.1(b).
- (b) meet at the call of and be chaired by the President;
- (c) exercise all powers of the Board between meetings of the Board, provided that:
 - i no act of the Executive Committee may invalidate any prior act of the Board;
 - ii all acts of the Executive Committee shall be submitted to the Board for ratification at the next meeting of the Board following the undertaking of such act; and
 - iii any act of the Executive Committee not ratified by the Board in accordance with this section 9.4(c)ii shall be deemed nullified.

9.5 Nominating Committee

- (a) The Nominating and Governance Committee shall:
 - i comprise:
 - A the Immediate Past President, who shall chair the Nominating Committee; and
 - B any other Elected Directors appointed to the Nominating Committee by the Board from time to time.
 - ii consider all applications and prepare a slate of one (1) or more candidates for each office which will be vacant and for which an election will be held at or after the Annual Meeting, provided that the slate of nominations for Directors is prepared in accordance with section 5.1;
 - iii consider all applications and prepare a slate of Officers which will be recommended to the Board for approval at the last meeting of the Board immediately preceding the Annual Meeting to take office following the Annual Meeting in accordance with section 8; and
 - iv make recommendations to the Board of names of persons to fill vacancies in offices of the Directors and Officers that occur throughout the year.
- (b) If the Immediate Past President is unable or unwilling to chair the Nominating Committee, or if the

office is vacant, the Board shall elect or appoint a chair from among the Elected Directors.

9.6 Rules Governing Committees

Subject to any rules established by the Board, each Committee may establish its own rules of procedure and may appoint subcommittees.

9.7 Limits on Authority of Committees

- (a) No committee has authority to:
 - i submit to the Members any question or matter requiring approval of the Members;
 - ii fill a vacancy among the Directors or in the office of Auditor or of a person appointed to conduct a review engagement of the WCAA;
 - iii appoint additional Directors;
 - iv issue debt obligations except as authorized by the Board;
 - v approve any financial statements;
 - vi adopt, amend or repeal any By-Law; or
 - vii establish contributions to be made, or dues to be paid, by Members.
- (b) In addition to the limitations on the authority of Committees provided in section 9.7(a), the Board may from time to time impose additional limitations upon the authority of Committees.

10. External Representation

10.1 Woodsworth College Students' Association

At its discretion, the Board shall elect or appoint an External Representative from among the Elected Directors to represent the WCAA at meetings of the board of directors of WCSA.

10.2 Woodsworth College Council and Academic Advisory Committee

At its discretion, the Board shall elect or appoint the required number of External Representatives from among the Elected Directors to the College Council, as set out in the by-laws and constitution of the College Council, as amended.

10.3 College of Electors

At its discretion, the Board shall nominate the required number of External Representatives to the College of Electors, as set out in the constitution of the College of Electors, as amended.

10.4 Removal of External Representatives

Subject to the constitution or by-laws of the external organization upon which each External Representative serves, an External Representative may be removed from this role by a resolution of the Board.

11. Execution of Documents

11.1 Execution of Documents

Documents requiring execution by the WCAA may be signed by either:

- (a) the President and Vice-President acting together; or
- (b) either one of the foregoing together with the Secretary or the Treasurer.

The Board may appoint any Officer or any person on behalf of the WCAA, either to sign documents generally or to sign specific documents.

12. Auditor

12.1 Auditor

The Board of Directors shall annually appoint an Auditor to examine the books and accounts of the WCAA as prescribed by the treasurer and approved by the Board. The Auditor may be:

- (a) a Chartered Professional Accountant; or
- (b) any 2 (two) members of the WCAA with financial literacy other than the President, Vice-President,

and Treasurer. For the purposes of this section, financial literacy shall be defined as in *National Instrument 52-110 – Audit Committees*.

12.2 Report of Finances

The audited statements of account of the WCAA shall be presented to the Members for approval at the Annual Meeting.

13. Fiscal Year

13.1 Fiscal Year Determined

The fiscal year of the WCAA shall terminate on the last day of April in each year or on such other date as the Board may determine.

14. Notice

14.1 When Notice is Deemed Given

When notice is given under the By-Laws by the following means, that notice is deemed to have been given at the following time:

- (a) if given by e-mail, notice is deemed given when sent; and
- (b) if published pursuant to section 7.4, notice is deemed given on the date of publication.

14.2 Declaration of Notice

At any meeting, the declaration of the Secretary or chair of the meeting that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all those entitled to notice are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

14.3 Computation of Time

In computing the date when notice must be given under any provision in the By-Laws requiring a specified number of days' notice of any meeting or other event, a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

14.4 Omissions and Errors

- (a) Any resolution passed or proceeding taken at a meeting of the Board, a committee of the Board, or the Members shall not be invalidated, unless otherwise challenged, by:
 - i an error in notice that does not affect its substance;
 - ii the accidental omission to give notice; or
 - iii the accidental non-receipt of notice by any Director, Member, or Auditor.
- (b) Any Director, Member or Auditor may at any time waive notice of, and ratify and approve, any proceeding taken at any meeting.

14.5 Waiver

Where a notice or document is required to be sent, the person entitled to receive the notice or document may consent in writing to waive either the sending of the notice or document or the time within which the notice or document must be sent.

15. Amendments & Repeal

15.1 Amendments to the By-Laws

The Board may by resolution amend these by-laws, provided that any amendment be submitted to the Members for approval. The Members may approve amendments to these by-laws by Ordinary Resolution, other than amendments to the following sections which require approval by Special Resolution:

- (a) all sections within Article 2 (re: the Association);
- (b) section 3.1 (re: composition of Members);

- (c) section 3.2 (re: Members' rights);
- (d) section 7.4 (re: Notice of Members' meetings); and
- (e) section 7.9 (re: Proxies).

15.2 Repeal of Prior By-Laws

- (a) All prior By-Laws, Constitutions, resolutions, and other enactments of the WCAA inconsistent in either form or content with the provisions of this By-law are repealed.
- (b) Section 15.2(a) shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-laws, resolution, or other enactment.

ENACTED by the Directors as a By-Law of THE WOODSWORTH COLLEGE ALUMNI ASSOCIATION

this 30th day of April, 2024.

APPROVED by the Members of THE WOODSWORTH COLLEGE ALUMNI ASSOCIATION

this ____ day of _____, 202__.

DRAFT