

THE UNIVERSITY OF TORONTO ALUMNI ASSOCIATION

GENERAL BY-LAW NUMBER 2017- 1

TABLE OF CONTENTS

	page #
1	INTERPRETATION 1
	1.01 Meaning of Words 1
2	MEMBERSHIP 3
	2.01 Composition 3
	2.02 Members' Rights 3
	2.03 Transfer of Membership 3
	2.04 Termination of Membership 3
	2.05 Discipline of Members 4
	2.06 Membership Fees 4
	2.07 No Compensation for Members 4
3	BOARD OF DIRECTORS 4
	3.01 Board 4
	3.02 Qualifications 5
	3.03 Removal of Elected Directors or Past President 5
	3.04 Vacancies 6
	3.05 Remuneration of Directors 6
4	ELECTION OF THE BOARD 6
	4.01 Election of Elected Directors 6
	4.02 Election in Rotation 6
	4.03 Term of Office 6
	4.04 Re-Election 6
	4.05 Elections 7
	4.06 Nominations 7
	4.07 Forms 7
5	MEETING OF DIRECTORS 7
	5.01 Calling Meetings 7
	5.02 Meeting following Annual Meeting 7
	5.03 Regular Meetings 7
	5.04 Notice of Meetings 8
	5.05 Board Meeting Chair 8
	5.06 Meetings by Electronic Conference 8
	5.07 Quorum 8
	5.08 Voting 8
	5.09 Adjournments 8
6	MEETINGS OF THE MEMBERS 9
	6.01 Annual Meeting 9
	6.02 Meetings by Electronic Conference 9
	6.03 Special Meeting 9
	6.04 Fixing a Record Date 9
	6.05 Notice of Meetings 9
	6.06 Those Entitled To Be Present 10

	6.07	Quorum	10
	6.08	Members' Meeting Chair	10
	6.09	Voting by Members	11
	6.10	Proxies	11
	6.11	Ballot.....	11
	6.12	Adjournments	12
7		OFFICERS	12
	7.01	Officers.....	12
	7.02	Term of Office of Officers	12
	7.03	President.....	12
	7.04	President-Elect.....	12
	7.05	Treasurer	13
	7.06	Vice-President, University Governance	13
	7.07	Other Officers.....	13
	7.08	Delegation of Duties.....	13
	7.09	Removal from Office.....	13
	7.10	Remuneration of Officers or Employees	13
8		COMMITTEES	13
	8.01	Standing Committees	13
	8.02	Combined and Inactive Committees.....	14
	8.03	Ad Hoc Committees	14
	8.04	Nominating Committee.....	14
	8.05	Rules Governing Committees.....	14
	8.06	Limits on Authority of Committees.....	14
9		CONFLICT OF INTEREST	15
	9.01	Conflict of Interest	15
10		PROTECTION OF DIRECTORS, OFFICERS AND OTHERS	15
	10.01	Insurance	15
	10.02	Liability Exclusion	16
	10.03	Pre-Indemnity Considerations	16
	10.04	Indemnification of Directors, Officers and Others.....	16
	10.05	Discontinuing Insurance	17
11		EXECUTION OF DOCUMENTS	17
	11.01	Execution of Documents.....	17
12		BORROWING BY THE CORPORATION.....	17
	12.01	General Borrowing Authority	17
13		FINANCIAL YEAR.....	18
	13.01	Financial Year Determined	18
14		BOOKS AND RECORDS	18
	14.01	Maintenance and Retention of Books and Records	18
15		AUDITOR.....	18
	15.01	Annual Appointment.....	18
	15.02	Removal of Auditor.....	18
	15.03	Vacancy in the Office of Auditor	19
	15.04	Remuneration of Auditor.....	19
16		NOTICE.....	19
	16.01	When notice deemed given	19
	16.02	Declaration of Notice	19
	16.03	Computation of Time	19
	16.04	Omissions and Errors.....	19
	16.05	Waiver.....	20
17		BY-LAWS AND EFFECTIVE DATE.....	20

17.01 Effective Date of this By-Law.....	20
17.02 Amendments requiring Special Resolution	20
17.03 By-Laws and Effective Date	20
18 REPEAL OF PRIOR BY-LAWS	21
18.01 Repeal.....	21
18.02 Prior Acts	21

1 INTERPRETATION

1.01 Meaning of Words

In this By-Law and all other By-Laws, resolutions, and any other policies of the Corporation, unless otherwise defined:

- (a) “Act” means the *Corporations Act* (Ontario), and any statute or regulations that may be substituted, as amended from time to time;
- (b) “Ad Hoc Committee” means a Committee established by the Board pursuant to section 8.03;
- (c) “alumni” has the same definition as in the *University of Toronto Act, 1971*, as amended;
- (d) “Alumni Governors” means those alumni/ae elected to and holding office as a member of the Governing Council pursuant to clause (g) of subsection 2(2) of the *University of Toronto Act, 1971* as amended, or any successor clause;
- (e) “Annual Meeting” means an annual meeting of Members as provided in section 6.01;
- (f) “Annual Business” shall include: consideration of the financial statements; consideration of the audit or review engagement report, if any; election of Directors; reappointment of the incumbent Auditor or person appointed to conduct a review engagement and, following the coming into force of the ONCA, an Extraordinary Resolution to have a review engagement instead of an audit or to not have an audit or a review engagement.
- (g) “Articles” means any document or instrument that incorporates the Corporation or modifies its incorporating document or instrument, including letters patent, supplementary letters patent, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization or articles of revival;
- (h) “Auditor” means the Auditor of the Corporation appointed pursuant to Article 15;
- (i) “Board” means the Directors of the Corporation from time to time;
- (j) “By-Law” means this by-law and any other by-law of the Corporation that may be in force;
- (k) “College of Electors” means the body established by the Governing Council to elect the alumni members of the Governing Council and the Chancellor of the University;
- (l) “Committee” means a Standing Committee or Ad Hoc Committee established from time to time by the Board;
- (m) “Constituency” means a college, faculty, school, institute or other academic division of the University so designated by the Governing Council;
- (n) “Corporation” means THE UNIVERSITY OF TORONTO ALUMNI ASSOCIATION;
- (o) “Council of Presidents” means a body composed of the Presidents of each Constituency Alumni Group, the Directors, and the Alumni Governors of the Governing Council, whose primary functions are to exchange information among the alumni leadership and to receive information from the University;
- (p) “Director” means a Director elected pursuant to Article 3;

- (q) “Elected Director” means those individuals elected by the Members in accordance with section 4.01;
- (r) “Extraordinary Resolution” means a resolution that is submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least eighty per cent (80%) of the votes cast, or consented to by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member’s attorney, provided however, that an Extraordinary Resolution is only applicable following the coming into force of the ONCA;
- (s) “Governing Council” means, as defined in *The University of Toronto Act, 1971*, as amended, The Governing Council of the University;
- (t) “Government Regulations” means the regulations made under the Act or the ONCA, as applicable, as amended, restated or in effect from time to time;
- (u) “Member” means a person who has become a Member in accordance with section 2.01;
- (v) “Nominating Committee” means a Nominating Committee established by the Board as described in section 8.04;
- (w) “ONCA” means the *Not-for-profit Corporations Act, 2010*, S.O. 2010, c. 15, and any statute or regulations that may be substituted, as amended from time to time;
- (x) “Officer” means an officer elected or appointed pursuant to Article 7;
- (y) “Ordinary Resolution” means a resolution submitted to a meeting of Directors or Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to by a Written Resolution of the Directors or Members;
- (z) “Protected Person” means each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation, and includes the respective heirs, executors and administrators, estate, successors and assigns of a person, who:
 - (i) is a Director of the Corporation;
 - (ii) is an Officer of the Corporation;
 - (iii) is a member of a committee of the Corporation; or
 - (iv) has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any body corporate controlled by the Corporation, whether in the person’s personal capacity or as a Director, Officer, employee or volunteer of the Corporation or such body corporate;
- (aa) “Special Business” includes all business transacted at a Special Meeting and all business transacted at an Annual Meeting, other than Annual Business;
- (bb) “Special Meeting” means, in the case of the Act, a general meeting of Members and, in the case of the ONCA, a special meeting of Members called pursuant to section 6.03;
- (cc) “Special Resolution” means as follows:

- (i) while the Act is in force, a resolution passed by the Board and confirmed, with or without variation, by at least two-thirds (2/3rds) of the votes cast by the Members entitled to vote at a meeting duly called for the purpose of considering the resolution, or by the consent in writing of the Members entitled to vote; or
 - (ii) following the coming into force of the ONCA, by a resolution submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds (2/3rds) of the votes cast, or consented to in writing by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member's attorney;
- (dd) "University" means the University of Toronto;
- (ee) "Written Resolution" means a resolution in writing signed by all the Directors or Members entitled to vote on that resolution at a meeting of the Board or the Members, as the case may be, and which is valid as if it had been passed at a meeting of the Board or Members.

2 **MEMBERSHIP**

2.01 **Composition**

Subject to the Articles, there shall be one (1) class of Members in the Corporation, comprised of those individuals who are:

- (a) alumni, each of whom shall be admitted as Members upon becoming an alumni; or
- (b) serving as *ex officio* Directors¹ from time to time, each of whom, while the Act is in force, shall become a Member upon becoming an *ex officio* Director and whom shall cease to be a Member upon ceasing to be an *ex officio* Director. For clarity, once the ONCA is in force, an *ex-officio* Director, who is not otherwise a Member, shall not automatically become a Member by virtue of being an appointed *ex officio* Director of the Corporation.

2.02 **Members' Rights**

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

2.03 **Transfer of Membership**

Membership in the Corporation is not transferable.

2.04 **Termination of Membership**

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

- (a) the resignation in writing of a Member of the Corporation;
- (b) in the case of a Member who has been admitted to membership because the person is a Director, if the person ceases to be a Director of the Corporation;
- (c) the death of a Member;

¹ Under the OCA, Directors, including *ex-officio* Directors, must be Members of the Corporation.

- (d) the expulsion of a Member from the Corporation in accordance with section 2.05; or
- (e) the liquidation or dissolution of the Corporation under the Act.

2.05 Discipline of Members

- (a) The Board shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:
 - (i) a material violation of any provision of the Articles, By-Laws, or other policies of the Corporation;
 - (ii) carrying out any conduct which may be detrimental to the Corporation, 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 Corporation.
- (b) In the event the Board determines that a Member should be expelled or suspended from membership in the Corporation, 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 the 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 Corporation. If written submissions are received in accordance with this section 2.05, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision. 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.

2.06 Membership Fees

No membership fee shall be charged to any Member.

2.07 No Compensation for Members

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

3 BOARD OF DIRECTORS

3.01 Board

- (a) Subject to the Act or the ONCA, as applicable, the affairs of the Corporation shall be managed by a Board consisting of thirteen (13) Directors, who shall be elected as Directors in accordance with section 4.01. While the Act is in force, the number of Directors may be increased or decreased, to not less than twelve (12) Directors and not more than seventeen (17) Directors, by Special Resolution as provided in section 1.01(cc)(i).

- (b) Once the ONCA comes into force, the Members delegate to the Directors the right to fix the number of Directors from time to time², provided that at all times the Board shall be comprised of:
- (i) a minimum of ten (10) and a maximum of fifteen (15) Elected Directors, each of whom shall be an alumnus/ae of the University; and
 - (ii) two (2) *ex officio* Directors, being:
 - (A) that person holding the position of Immediate Past President of the Corporation from time to time; and
 - (B) the Assistant Vice-President, Alumni Relations of the University or his or her successor, who may hold a different title, who once the ONCA is in force, may, but need not be a Member.

3.02 Qualifications

Each Director, other than an *ex officio* Director once the ONCA comes into force, shall be a Member of the Corporation³; 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 in Canada or elsewhere.

If a person ceases to be qualified as provided in this section 3.02, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 3.04.

3.03 Removal of Elected Directors or Past President

- (a) The Members may remove an Elected Director or the Past President from office before the expiration of the Elected Director's or Past President's term of office as follows:
 - (i) so long as the Act is in force, by a two-thirds (2/3rds) vote cast by the Members entitled to vote at a Special Meeting duly called for that purpose; or
 - (ii) following the coming into force of the ONCA, by Ordinary Resolution passed by the Members at a Special Meeting called for that purpose.
- (b) At the 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. A removed Past President shall not be replaced for the remainder of the term of office.
- (c) An Elected Director or Past President is entitled to give the Corporation a statement opposing his or her removal.

² Under the OCA the number can only be changed by Special Resolution.

³ Section 286(2) of the OCA requires that Directors become Members within 10 days after his or her election or appointment.

- (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 3.04.

3.04 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 of the Corporation. If no quorum of Directors remains in office, the remaining Directors shall call a Special Meeting to fill a vacancy on the Board. A Director who is elected or appointed to fill a vacancy shall hold office until the next Annual Meeting.
- (b) 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 the Articles or a failure to elect the number or minimum number of Directors provided for in the By-Laws or Articles.

3.05 Remuneration of Directors

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

4 ELECTION OF THE BOARD

4.01 Election of Elected Directors

Elected Directors shall be elected by the Members entitled to vote.

4.02 Election in Rotation

At the first meeting of Members following the enactment of this By-Law 2017-1 at which there is an election of Directors,

- (i) previously elected Elected Directors who have one (1) year remaining in their terms of office shall continue to serve for the remaining one (1) year;
- (ii) six (6) Elected Directors shall be elected or appointed for a term of two (2) years.

Subsequently, the office of any Elected Director whose term of office has expired shall then be filled by election for the term set out in section 4.03.

4.03 Term of Office

The term of office of each Elected Director shall be two (2) years, to expire at the second Annual Meeting following election, or, if no successor is elected at the Annual Meeting, to expire when a successor is elected.

4.04 Re-Election

- (a) Each Elected Director is eligible for election for three (3) 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 4.04(a), a person serving as President or President-Elect or 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 nine (9) consecutive years as a Director of the Corporation.

4.05 Elections

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.

4.06 Nominations

Candidates for the office of Director shall comprise:

- (a) the slate of candidates for Office proposed by the Nominating Committee, provided that the proposed slate:
 - (i) is provided to the Secretary at least fourteen (14) days prior to the Annual Meeting; and
 - (ii) with the exception of the President, President-Elect, or Vice-President, University Governance, no member of the Nominating Committee is listed on the proposed slate; and
- (b) the persons whose names are put in nomination 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 ten (10) Members, as well as the written consent of the candidate. The nominator and seconder must be an alumnus/a.

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

4.07 Forms

The Board may prescribe the form of nomination paper and the form of a ballot.

5 MEETING OF DIRECTORS

5.01 Calling Meetings

Meetings of the Board may be called by the President or President-Elect, or by the Secretary on the direction in writing of two (2) Directors, and shall be held at the place specified in the notice.

5.02 Meeting following Annual Meeting

The Board may hold a meeting immediately following the Annual Meeting of the Corporation for the purpose of organization, the election and appointment of Officers and the transaction of any other business, and no notice shall be required for this meeting.

5.03 Regular Meetings

The Board may appoint one (1) 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 except as may be required pursuant to the Act.

5.04 Notice of Meetings

- (a) Subject to the provisions of sections 5.02 and 5.03, notice of the time, place and date of any meeting of the Directors 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) Where notice is given by electronic means or by facsimile, confirmation of receipt shall be requested.
- (c) 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 5.04(a), may be decreased.

5.05 Board Meeting Chair

The Board may designate an Elected Director to chair meetings of the Board for such period as the Board may specify. If the Board does not designate an Elected Director to chair meetings of the Board or the designated Elected Director is absent, the President (or in the President's absence, the President-Elect) shall chair meetings of the Board.

5.06 Meetings by Electronic Conference

- (a) If all 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 or other 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.
- (b) Provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall confirm that a quorum is present.

5.07 Quorum

A quorum for the transaction of business at meetings of the Board shall be one (1) plus fifty (50) percent of the minimum number of Elected Directors as provided in section 3.01(b)(i). No business shall be conducted at any meeting of the Board unless a quorum of Directors is present throughout the meeting.

5.08 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. Unless this By-law states otherwise, 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 vote shall be deemed to have been lost.

5.09 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.

6 MEETINGS OF THE MEMBERS

6.01 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 Corporation.

6.02 Meetings by Electronic Conference

- (a) Following the coming into force of the ONCA, a Member may participate in a meeting of Members by means of an electronic or other 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.
- (b) The Directors may call a meeting of the Members and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

6.03 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.⁴ 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 of the Members carrying no less than ten percent (10%) of the voting rights.

6.04 Fixing a Record Date

Following the coming into force of the ONCA, 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.⁵

6.05 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 Corporation by publishing the Notice:

⁴ Pursuant to the ONCA, a Special Meeting is required to pass an Extraordinary Resolution or a Special Resolution, to remove a Director, Auditor or a person appointed to conduct a review engagement from office and to fill a vacancy on the Board if there is no quorum of directors.

⁵ This section complies with section 54(3)(a) of the ONCA and should not be changed in substance.

- (a) for two consecutive weeks next preceding the day of the Annual or Special Meeting in a newspaper circulated in the municipality or municipalities in which the majority of the Members reside, as shown by their addresses last recorded on the books of the Corporation;
- (b) in the issue of the University of Toronto Magazine or its successor publication published next 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
- (c) on the website of either the University or the Corporation at least ten (10) days and not more than fifty (50) days before the day upon which the meeting is to be held.

6.06 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 or the person appointed to conduct a review engagement of the Corporation; and
- (c) such other persons who are entitled or required under any provision of the Act or the ONCA, as applicable, the Articles or By-Laws of the Corporation to be present at the meeting.

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

6.07 Quorum

- (a) A quorum for the transaction of business at meetings of the Members shall be at least one hundred (100) Members of the Corporation entitled to vote, and present in person or represented by proxy.
- (b) No business shall be transacted at any meeting of the Members unless the necessary quorum is present throughout the meeting.
- (c) Provided however that 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,

then two (2) persons present in person constitute a quorum.

- (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.

6.08 Members' Meeting Chair

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

6.09 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, the vote shall be deemed to have been lost.
- (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 Corporation, the Act or the ONCA, as applicable, or unless a ballot is required by the chair of the meeting or requested by any Member. 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 Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

6.10 Proxies

- (a) 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 and the Government Regulations. A proxy shall be in writing. The proxy holder need not be a Member.
- (b) A proxy shall be executed by:
 - (i) the Member entitled to vote;
 - (ii) the attorney of the Member entitled to vote authorized in writing under a valid power of attorney; or
 - (iii) if the Member is a body corporate, by an Officer or attorney of the body corporate duly authorized, or by the Authorized Representative.
- (c) A proxy is valid only at the meeting for which it is given or at the continuation of that meeting after an adjournment.
- (d) Subject to the Government Regulations, 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.
- (e) 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.

6.11 Ballot

A Member can demand a ballot during the meeting either before or after any vote by show of hands. If at any meeting a vote by ballot is requested on the election of a chair, it must be taken forthwith without adjournment. 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.

6.12 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.

7 OFFICERS

7.01 Officers

- (a) The Directors 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 first meeting of the Board following an Annual Meeting.
- (i) while the Act is in force, a President, elected by and from among the Elected Directors;
 - (ii) once the ONCA is in force, a Chair of the Board (who shall be known as the President), elected by and from among the Elected Directors;
 - (iii) a President-Elect, elected by and from among the Elected Directors;
 - (iv) a Secretary, elected by and from among the Elected Directors;
 - (v) a Treasurer, elected by and from among the Elected Directors;
 - (vi) a Past President, who shall be the individual having held the office of President immediately before the appointment of the President then in office; and
 - (vii) a Vice-President, University Governance, elected by and from the Elected Directors, who shall be a member and the Chair of the College of Electors.
- (b) There may be such other Officers as established by the Board from time to time.

7.02 Term of Office of Officers

Subject to sections 7.01 and 7.06, the term of office of each Officer shall be one (1) year, to expire at the first meeting of the Board following the next Annual Meeting after the Director's election.

7.03 President

The President shall supervise and control the operations of the Corporation. The President shall be an *ex officio* member of all Committees of the Corporation and shall serve as the primary liaison between the Corporation and the University. The President shall chair meetings of the Council of Presidents. The President shall sign all documents requiring the signature of that office, and have the other powers and duties prescribed by the Board. The President may also be called the Chair of the Board.

7.04 President-Elect

The duties and powers of the President may be exercised by the President-Elect when the President is absent or unable to act. If the President-Elect exercises any of those duties or powers, the President's absence or inability to act shall be referenced in the minutes. The President-Elect shall also perform the other duties prescribed by the Board or incident to the office.

7.05 Treasurer

The Treasurer shall:

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

7.06 Vice-President, University Governance

The Vice-President, University Governance shall take office as of July 1st in each year and shall perform such duties as may from time to time be determined by the Board or, in his or her role as Chair of the College of Electors, by the Governing Council of the University.

7.07 Other Officers

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

7.08 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.

7.09 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.

7.10 Remuneration of Officers or Employees

Officers shall not be entitled to remuneration for acting as such, but shall be entitled to reimbursement for reasonable expenses incurred in carrying out their duties. The Board shall fix the remuneration of employees or may delegate such responsibility to the President.

8 COMMITTEES

8.01 Standing Committees

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

8.02 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.

8.03 Ad Hoc Committees

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:

- (a) the delivery of its report;
- (b) the completion of its assigned task; or
- (c) a resolution to that effect of the Board by which it was constituted.

In the case of termination pursuant to subsection 8.03(b), the Board may continue such Ad Hoc Committee.

8.04 Nominating Committee

The Nominating Committee shall:

- (a) be comprised of:
 - (i) the President-Elect;
 - (ii) the Assistant Vice-President, Alumni Relations of the University (or the successor to that office) or his or her designate, in a non-voting capacity;
 - (iii) one (1) alumnus at large, to be appointed by the Board;
 - (iv) one (1) representative of the Council of Presidents, to be appointed by the Board;
 - (v) one (1) Alumni Governor, to be appointed by the Board; and
 - (vi) any other individuals appointed to the Nominating Committee by the Board from time to time,
- (b) 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 4.06; and
- (c) make recommendations to the Board of names of persons to fill vacancies in offices of the Directors and Officers that occur throughout the year.

8.05 Rules Governing Committees

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

8.06 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 Corporation;
 - (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 8.06(a), the Board may from time to time impose additional limitations on the authority of Committees.

9 CONFLICT OF INTEREST

9.01 Conflict of Interest

In accordance with the Act or ONCA, as applicable, and any other policies, Directors and Officers shall disclose any interests, whether direct, indirect or imputed, in any matter as required by the Act and comply with all other requirements in the Act in respect of such conflict of interest. Any such disclosure by the Directors shall be noted in the minutes of the meeting at which the disclosure was made.

10 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

10.01 Insurance

- (a) The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each Protected Person. The insurance shall address coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board and shall include:
 - (i) property and public liability insurance;
 - (ii) Directors' and Officers' insurance; and
 - (iii) may include such other insurance as the Board sees fit.
- (b) The Corporation shall ensure that each Protected Person is included as an insured person in any policy of Directors' and Officers' insurance maintained by the Corporation.
- (c) No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.
- (d) It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

10.02 Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no Protected Person shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Protected Person or of any other Protected Person arising from any of the following:

- (a) insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- (b) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;
- (c) loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- (d) loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;
- (e) loss, damage or misfortune whatever which may occur in the execution of the duties of the Protected Person's respective office or trust or in relation thereto; and
- (f) loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

10.03 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 10.04, and if the Board has determined to purchase insurance pursuant to section 10.01, the Board shall confirm that it has considered:

- (a) the degree of risk to which the Protected Person is or may be exposed;
- (b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance; and
- (c) whether it advances the administration and management of the property to give the indemnity and has concluded that the granting of the indemnity is in the best interest of the Corporation.

10.04 Indemnification of Directors, Officers and Others

- (a) Every Protected Person shall be indemnified and saved harmless, including the right to receive the first dollar payout, and without deduction or any co-payment requirement to a maximum limit per claim made as established by the Board from and against all costs, charges and expenses which such protected person sustains or incurs:
 - (i) in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such person, in or in relation to the execution of the duties of such office or in respect of any such liability; or
 - (ii) in relation to the affairs of the Corporation generally;

save and except such costs, charges or expenses as are occasioned by the failure of such person to act honestly and in good faith in the performance of the duties of office.

- (b) Such indemnity will only be effective:
 - (i) upon the exhaustion of all available and collectible insurance provided to the Protected Person by the Corporation inclusive of whatever valid and collectible insurance has been collected; and
 - (ii) provided that the Protected Person has carried out all duties assigned to such person which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.
- (c) The Corporation shall also indemnify any Protected Person, firm or corporation in such circumstances designated by law, upon approval by the Board.
- (d) Nothing in this Article 10 shall limit the legal right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this Article 10.

10.05 Discontinuing Insurance

Where the Corporation has purchased or maintained insurance for any Protected Person, such insurance shall not be discontinued or altered except upon approval of the Members.

11 EXECUTION OF DOCUMENTS

11.01 Execution of Documents

Documents requiring execution by the Corporation may be signed by either: (i) the President and President-Elect acting together, (ii) 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 Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed by the Secretary to documents executed in accordance with the foregoing.

12 BORROWING BY THE CORPORATION

12.01 General Borrowing Authority

If authorized by a resolution which is duly adopted by the Directors and confirmed by Special Resolution of the Members, the Directors may from time to time, the Directors may:

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

The Directors may delegate these powers to a Director, committee of Directors, or Officer.

13 FINANCIAL YEAR

13.01 Financial Year Determined

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

14 BOOKS AND RECORDS

14.01 Maintenance and Retention of Books and Records

The Board shall ensure that all necessary books and records of the Corporation required by its by-laws or by any applicable statute of law are regularly and properly kept. The President shall be responsible for ensuring that all records or copies thereof are transferred to the central files of the Corporation maintained in the University's Division of University Advancement or its successor division.

15 AUDITOR⁶

15.01 Annual Appointment

Subject to the Act or the ONCA, as applicable, and the Government Regulations, the Members of the Corporation at each Annual Meeting shall:

- (a) while the Act is in force, and unless otherwise exempted pursuant to the Act, appoint an Auditor, who shall hold office until the close of the next Annual Meeting; or
- (b) following the coming into force of the ONCA, appoint an Auditor or a person to conduct a review engagement of the Corporation, who shall hold office until the close of the next Annual Meeting, or pass an Extraordinary Resolution to dispense with an Auditor or to have a review engagement.

If an appointment is not made and the Members do not pass an Extraordinary Resolution to have a review engagement or dispense with an audit, then the incumbent Auditor continues in office until a successor is appointed.

15.02 Removal of Auditor

- (a) The Members may:
 - (i) while the Act is in force, remove any Auditor by a resolution passed by at least two-thirds (2/3rds) of the votes cast at a Special Meeting at which notice of intention to pass the resolution has been given; or
 - (ii) following the coming into force of the ONCA, by Ordinary Resolution at a Special Meeting, remove any Auditor or a person appointed to conduct a review engagement before the expiration of the term of office in accordance with the ONCA;

⁶ In order to be appointed, the person must be permitted to conduct an audit or review engagement under the *Public Accounting Act, 2004* and be independent of the Corporation and its affiliates. Section 75(7) – (9) requires that any new Auditor must request a statement from the previous Auditor or the new appointment is invalid. Corporations should request that the auditor provide them with confirmation that this request has been made.

as applicable, and may elect a replacement to fill such vacancy. Where the Members do not fill the vacancy, the Directors may do so in accordance with section 15.03.

- (b) Following the coming into force of the ONCA, the Corporation shall give the Auditor at least two (2) days to prepare a statement giving reasons opposing the Auditor's removal. The Auditor shall provide any such statement to the Board. Any such statement provided by the Auditor shall be included in the notice of the Special Meeting called to remove the Auditor.

15.03 Vacancy in the Office of Auditor

Subject to the Articles, the Board shall fill any vacancy in the office of Auditor or, following the coming into force of the ONCA, a person appointed to conduct a review engagement.

15.04 Remuneration of Auditor

The remuneration of an Auditor may be fixed by:

- (a) while the Act is in force, by the Members or, by the Directors if authorized by the Members; provided that the remuneration of an Auditor appointed by the Directors shall be fixed by the Directors; or
- (b) following the coming into force of the ONCA, by the Members by Ordinary Resolution, or if the Members do not do so, then the remuneration shall be fixed by the Directors.

16 NOTICE

16.01 When notice 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 6.05, notice is deemed given on the date of publication.

16.02 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.

16.03 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.

16.04 Omissions and Errors

- (a) Any resolution passed or proceeding taken at a meeting of the Board, a committee of the Board or 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.

16.05 Waiver

Where a notice or document is required to be sent pursuant to the By-Laws, the Act or the ONCA, as applicable, 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.

17 BY-LAWS AND EFFECTIVE DATE

17.01 Effective Date of this By-Law

This By-Law shall come into force when enacted in accordance with the Act.

17.02 Amendments requiring Special Resolution

Following the coming into force of the ONCA, if the Members amend the Articles by Special Resolution, this By-Law shall be deemed to be amended as necessary to conform to the Articles. If any of the following sections in the By-Law are not deemed to be amended by this section 17.02, then amendments to the following sections made after the coming into force of the ONCA shall only be effective upon approval of the Members by Special Resolution:

- (a) section 2.01 (re composition of Members);
- (b) section 2.02 (re Members' rights);
- (c) section 6.05 (re Notice of Members' meetings);
- (d) section 6.10 (re Proxies); and
- (e) any section that adds, changes, or removes a provision that is contained in the Corporation's Articles.

17.03 By-Laws and Effective Date

- (a) Subject to the Act, the ONCA and the Letters Patent or any Supplementary Letters Patent, as applicable, the Board of Directors may make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Subject to section 17.02, any such By-Law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by Ordinary Resolution of the Members.
- (b) If the By-Law amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-Law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

18 REPEAL OF PRIOR BY-LAWS

18.01 Repeal

Subject to the provisions of section 18.02 hereof, all prior By-Laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-Law are repealed.

18.02 Prior Acts

The repeal of prior By-Laws, resolutions and other enactments 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 UNIVERSITY OF TORONTO ALUMNI ASSOCIATION this 3rd day of April, 2017.



President

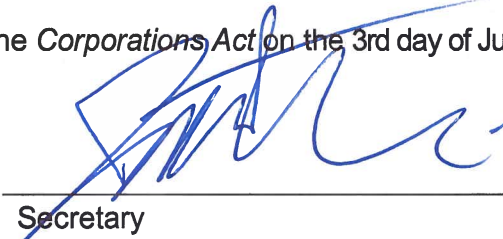


Secretary

CONFIRMED by the Members in accordance with the *Corporations Act* on the 3rd day of June, 2017.



President



Secretary