

BY-LAW

A by-law relating generally to the conduct of the affairs of the
Canadian Federation for the Humanities and Social Sciences
(the "Federation")

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BE IT ENACTED as a by-law of the Federation as follows:

SECTION 1 - GENERAL

1.01 Definitions

In this by-law and all other by-laws of the Federation, unless the context otherwise requires:

- a. "Act" means the *Canada Not-for-profit Act*, S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Federation;
- c. "board" means the board of directors of the Federation and "director" means a member of the board;
- d. "by-law" means this by-law and any other by-laws of the Federation as amended and which are, from time to time, in force and effect;
- e. "General Assembly" means a meeting of members referred to in Section 4 and includes an annual meeting of members or a special meeting of members;
- f. "member" means a member of the Federation, but does not include an affiliate member;
- g. "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- h. "proposal" means a proposal submitted by a member of the Federation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- i. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

- j. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

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

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in this by-law.

1.03 Purpose

The Federation promotes research, scholarship, creative activity and learning, and works to foster understanding of the contributions made by the humanities and the social sciences to Canada and the world. In advancing equity, diversity, knowledge, excellence and innovation, the Federation contributes tangibly to a free and democratic society.

1.04 Official Languages

The official languages of the Federation shall be English and French.

1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Federation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Federation to be a true copy thereof.

1.06 Financial Year End

The financial year end of the Federation shall be determined by the board.

1.07 Banking Arrangements

The banking business of the Federation shall be transacted at such bank, trust company or other firm or Federation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Federation and/or other persons as the board may by resolution from time to time designate, direct or authorize.

1.08 Annual Financial Statements

The Federation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Federation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

SECTION 2 - MEMBERSHIP

2.01 Membership Conditions

Subject to the articles, there shall be one class of members in the Federation, comprising learned societies, universities and colleges. The members shall be

- a. the existing members of the Federation in good standing on the date that this by-law comes into force; and
- b. such other learned societies, universities and colleges whose application for admission as a member is approved by the General Assembly; applications for membership shall first be considered by the board, which shall make a recommendation to the General Assembly on the basis of membership criteria, if any, previously adopted by the General Assembly.

Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Federation.

2.02 Affiliate Members

The board may provide for the creation, existence and renewal of affiliate memberships in the Federation under such terms and conditions as may be set by the board, except that affiliate members shall not have the voting rights of members provided in the Act or under this by-law.

SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.01 Membership Dues

Annual membership fees shall be fixed by the board. Members shall be notified of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall be automatically suspended until the outstanding fees are paid.

3.02 Termination of Membership

A membership in the Federation is terminated when:

- a. the member is dissolved;
- b. a member fails to maintain any qualifications for membership described in Section 2.01 of this by-law;
- c. the member resigns by delivering a written resignation to the Executive Director, in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires; or
- f. the Federation is liquidated or dissolved under the Act.

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

3.03 Discipline of Members

The board shall have authority to suspend or expel any member from the Federation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Federation;
- b. carrying out any conduct which may be detrimental to the Federation as determined by the board in its sole discretion;
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Federation.

In the event that the board determines that a member should be expelled or suspended from membership in the Federation, the President, or such other officer as may be designated by the board, shall provide twenty (20) 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, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, 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 Federation. 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 within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 4 - MEETINGS OF MEMBERS: "General Assembly"

4.01 Notice of Meeting of Members

Notice of the time and place of a meeting of the General Assembly shall be given to each member entitled to vote at the meeting by mail, courier, personal delivery or by telephonic, electronic or other communication facility, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Federation to change the manner of giving notice to members entitled to vote at a meeting of members.

4.02 Absentee Voting

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a General Assembly may vote by mailed-in or electronic ballot for election of officers and directors and for resolutions presented by the board which require approval of members. There shall be a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented without identifying how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Federation to change this method of voting by members not in attendance at a General Assembly.

4.03 Persons Entitled to be Present

Each member may designate an individual, to be called a delegate, to represent the member at a General Assembly. The only persons entitled to be present at a General Assembly shall be those entitled to vote at the meeting, the directors, the Executive Director and the public accountant of the Federation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Federation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

4.04 Chair of the Meeting

The President or, in his or her absence, the President-Elect or Past President, or, in their absence, a director selected by consensus of the board, shall chair the General Assembly.

4.05 Quorum

A quorum at any meeting of the General Assembly (unless a greater number of members are required to be present by the Act) shall be twenty-five (25) members. If a quorum is present at the opening of a General Assembly, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.06 Votes to Govern

At a General Assembly every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. The chair may vote if he or she is otherwise entitled to vote as a delegate. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the question shall be considered determined in the negative.

SECTION 5 - DIRECTORS

5.01 Board Members

Subject to the articles, the following shall be directors:

- a. the President
- b. the President-Elect or Past-President
- c. up to six (6) directors with a policy responsibility
- d. the Treasurer
- e. up to four (4) other directors

5.02 Selection

Subject to the articles, the directors will be chosen as follows.

- a. The President shall be elected by the delegates pursuant to Section 4.02 and the procedure set out in election rules adopted by the board consistent with this by-law.
- b. At least four (4) and not more than six (6) directors with a policy responsibility, as determined by the board, shall be elected by the delegates pursuant to Section 4.02 and the procedure set out in election rules adopted by the board consistent with this by-law; where the board designates less than six (6) directors with a policy responsibility positions for election, up to two (2) additional persons may be appointed by the board as such directors.
- c. The Treasurer may be appointed by the board from amongst those elected or appointed as directors.
- d. One (1) or two (2) directors, as determined by the board, shall be elected by each set of delegates representing (i) learned societies, and (ii) colleges and universities, pursuant to Section 4.02 and the procedure set out in election rules adopted by the board consistent with this by-law.

5.03 Term

The directors, except the President, shall be elected to a two-year term, renewable once. The President shall be elected to a four-year term, serving in the first year as President-Elect, in the second and third years as President, and in the fourth year as Past President.

SECTION 6 - MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the board may be called by the President, or any four (4) directors at any time.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 8.01 of this by-law to every director of the Federation not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.03 Regular Meetings

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. 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 forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3)(Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.04 Votes to Govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote. Routine or non-contentious matters may be decided by consensus as determined by the chair, provided that the matter shall be decided by a vote if any director so requests.

6.05 Committees

- a. There shall be an Executive Committee of the board, consisting of the President, President-Elect or Past President, and Treasurer, with such powers as the board sees fit.
- b. There shall be a Nominating Committee, comprising the Past President as chair, and up to two individuals from each of (i) learned societies, and (ii) universities and colleges, appointed by the board. The Nominating Committee shall be responsible to ensure that the proper electoral procedures provided in this by-law and any election rules adopted by the board are observed, and shall endeavour to ensure that nominations to the board reflect the diverse composition of the Federation in all respects.

- c. The board may from time to time appoint any other committee or other advisory body as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board sees fit. Any such committee or body may formulate its own rules of procedure, subject to such rules or directions as the board may from time to time make. Non-directors may be members of such entities created by the board. Any committee member may be removed by resolution of the board.

SECTION 7 - OFFICERS

7.01 Description of Offices

Unless otherwise specified by the board which may, subject to the Act, modify, restrict or supplement such duties and powers, the officers of the Federation shall have the following duties and powers associated with their positions:

- a. **President** – the President shall chair meetings of the board and the General Assembly and shall be the official spokesperson of the Federation. Subject to the authority of the board, the President shall supervise and co-ordinate the work of the other officers. In the temporary absence or inability of the President to act, the board may designate another director to act as President.
- b. **Past President** – the Past President shall chair the Nominating Committee and shall have such other powers and duties as the board may specify.
- c. **Treasurer** - the Treasurer shall have such powers and duties as the board may specify.
- d. **Executive Director** – subject to the overall supervision of the board and President, the Executive Director shall have general management and supervision of the affairs of the Federation and its employees. Unless otherwise directed by either entity, the Executive Director shall attend and be the secretary of all meetings of the board and the General Assembly. The Executive Director shall enter, or cause to be entered, in the Federation’s minute book, minutes of all proceedings at such meetings; the Executive Director shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees, and shall be the custodian of all books, papers, records, documents and other instruments belonging to the Federation.

The powers and duties of all other officers of the Federation shall be such as the terms of their engagement call for or the board or President requires of them. The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

7.02 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove for cause any officer of the Federation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer’s successor being appointed or elected,
- b. the officer’s resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such officer’s death.

If the office of any officer of the Federation other than the President shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy. In the event of a vacancy in the office of President, the President-Elect shall become President. If there is no President-Elect at the time of a vacancy in the office of President, the board shall promptly designate another director to act as President until the next General Assembly.

SECTION 8 – NOTICES

8.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Federation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Federation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Executive Director may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the Executive Director to be reliable. The declaration by the Executive Director that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Federation to any notice or other document to be given by the Federation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.02 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

8.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Federation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 9 - DISPUTE RESOLUTION

9.01 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Federation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this by-law.

9.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Federation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Federation, is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Federation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Federation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Federation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- d. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrator.

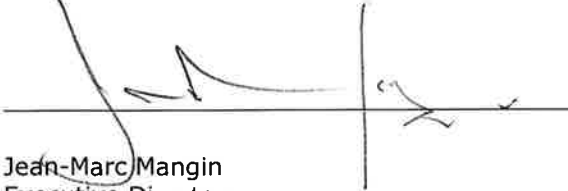
SECTION 10 - EFFECTIVE DATE

10.01 Effective Date

Any previous by-law is repealed and this by-law is effective when made by the board.

CERTIFIED to be a By-Law of the Federation, as enacted by the directors of the Federation by resolution on the 22nd day of September, 2012 and confirmed by the members of the Federation by resolution on the 23rd day of March, 2013.

Dated as of the 25th day of November, 2013.



Jean-Marc Mangin
Executive Director

