



Kwantlen Polytechnic University Alumni Association

Constitution and Bylaws

Contents

CONSTITUTION	2
BYLAWS	2
Part 1 – Interpretation	2
Part 2 – Membership	3
Part 3 – Meetings of Members	4
Part 4 – Proceedings at General Meetings	5
Part 5 – Directors and Officers	7
Part 6 - Proceedings of Directors	11
Part 7 – Duties of Officers	12
Part 8 – Execution of Documents	13
Part 9 – Borrowing	13
Part 10 – Auditor	14
Part 11 – Notices to Members	14
Part 12 – Bylaws	15

CONSTITUTION

1. The Name of the Association is the Kwantlen Polytechnic University Alumni Association.
2. The Purposes of the Association are:
 - a) To unite alumni in support of Kwantlen and its objectives;
 - b) To foster alumni participation in the governance of Kwantlen;
 - c) To encourage and organize contributions; financial and otherwise, from alumni to Kwantlen;
 - d) To foster public awareness of the benefits and needs of Kwantlen and the value of higher education in general;
 - e) To otherwise promote the best interests of Kwantlen.

BYLAWS

Here set out, in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the *Society Act* and any other bylaws.

Part 1 – Interpretation

- 1.1 In the constitution and these bylaws, unless the context otherwise requires:
 - a) “AGM” means an annual general meeting;
 - b) “alumni” means anyone who was granted a degree, honorary degree, diploma, certificate or citation by Kwantlen College, Kwantlen University College or Kwantlen Polytechnic University.
 - c) “Association” means Kwantlen Polytechnic University Alumni Association;
 - d) “Board”, “Directors” or “Board of Directors” means the directors of the Association for the time being, acting as a body;
 - e) “director” means a director of the Association for the time being;
 - f) “former student” means a person who was enrolled at Kwantlen College, Kwantlen University College or Kwantlen Polytechnic University, but was not granted a degree, honorary degree, diploma or citation by Kwantlen College, Kwantlen University College or Kwantlen Polytechnic University;
 - g) “Kwantlen” means Kwantlen Polytechnic University;

- h) “member” means a member of the Association;
 - i) “Society Act” means the Society Act of British Columbia from time to time in force and all amendments to it;
 - j) “special resolution” and “ordinary resolution” have the meaning given to them in the Society Act.
- 1.2 The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
- 1.3 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 – Membership

2.1

- (1) The members of the Association are the applicants for incorporation and those persons who subsequently become members in accordance with these bylaws and who, in either case, have not ceased to be members.
- (2) Members of the Association include regular, associate, and honorary members.
- (3) All members are entitled to notice of general meeting, attend, and speak at general meetings.

Regular Members

2.2

- (1) A regular member is a person who has received a degree, diploma, certificate or citation by Kwantlen College, Kwantlen University College or Kwantlen Polytechnic University.
- (2) Regular members are entitled to vote and hold office in the Association.

Associate Members

2.3

- (1) An associate member is a person who is a former student, a member or former member of Kwantlen faculty, staff, senate or board of governors, who is not otherwise eligible to become a regular member, has applied for and has been granted associate membership by resolution of the Board of Directors.
- (2) Associate members are not entitled to vote or hold office in the Association.

Honourary Members

2.4

- (1) An honorary member is a person who has made significant contributions to the success of the Association or KPU and has been granted honorary membership by unanimous resolution of the Board of Directors.
- (2) Honorary memberships include individuals who have been awarded an honorary degree from the university.
- (3) Honourary members are not entitled to vote or hold office in the Association.

2.5 Members of the Association cease to be members on

- (1) delivering a written resignation to the Association,
- (2) death,
- (3) revocation by Kwantlen of the credentials or qualifications upon which eligibility for membership was based, or
- (4) being expelled.

2.6

- (1) A member may be expelled by a special resolution of the members passed at a general meeting in accordance to the Society Act.
- (2) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- (3) A member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.

Part 3 – Meetings of Members

- 3.6 General meetings of the Association must be held at the time and place, in accordance with the Society Act, that the directors decide.
- 3.7 An AGM must be held at least once in every calendar year, and not more than 15 months after the adjournment of the previous annual general meeting.
- 3.8 Every general meeting, other than an annual general meeting, is a special general meeting.

3.9 The Board may, when they think fit, convene a special general meeting.

3.10 Requisition for general meeting

- (2) The Board, on the requisition of 10% or more of regular members, must convene a special general meeting without delay.
- (3) The requisition may consist of several documents in similar form each signed by one or more requisitionists and must:
 - a) state the purpose of the special general meeting,
 - b) be signed by the requisitionists, and
 - c) be delivered or sent by registered mail to the address of the Association.
- (4) If, within 21 days after the date of the delivery of the requisition, the Board does not convene a general meeting, the requisitionists, or a majority of them, may themselves convene a general meeting to be held within 4 months after the date of the delivery of the requisition.
- (5) A general meeting convened by requisitionists must be convened in the same manner, as nearly as possible, as general meetings are convened by the Board.

3.11 Notice to members

- (2) Notice of a general meeting must
 - a) specify the place, day and hour of the meeting, and, in the case of special business, specify the general nature of the business,
 - b) be given to members not less than 14 days before the meeting,
 - c) in the case of special resolutions to be considered, specify the intention to propose a special resolution and include any special resolution to be proposed at the meeting.
- (3) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

Part 4 – Proceedings at General Meetings

4.1 Special business is

- a) all business at a special general meeting

b) all business conducted at an annual general meeting, except the following:

- (i) the consideration of the financial statements;
- (ii) the report of the directors;
- (iii) the report of the auditor, if any;
- (iv) the election of directors;
- (v) the appointment of the auditor, if required;
- (vi) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

4.2 Business other than the election of a chair and the adjournment of the meeting must not be conducted at a general meeting when a quorum is not present.

4.3

- (1) Quorum at a general meeting is 15 regular members present.
- (2) If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum, provided there are at least 3 regular members present.
- (3) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.4 A general meeting may also be held, or any member may participate, by conference call or electronic video conference so long as all the members participating in the meeting can hear and respond to one another. All such members so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing bylaws, shall be entitled to vote by a voice vote or electronic video vote recorded in the minutes of such meeting.

4.5 If, at a general meeting, there is no Chair, Vice-Chair or other director present within 15 minutes after the time appointed for holding the meeting, or the Chair, Vice-Chair, and all other directors present are unwilling or unable to act as chair, those members who are present must choose one of their number to be chair.

- 4.6 A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.7 When a meeting is adjourned for more than 10 days, notice of the adjourned meeting must be given as in the case of the original meeting.
- 4.8 Except as provided in this bylaw, it is not necessary to give notice of an adjournment or on the business to be conducted at an adjourned meeting.
- 4.9
- (1) A resolution proposed at a general meeting must be seconded, and the chair may move or propose a resolution.
 - (2) In the case of a tie vote at a general meeting, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
- 4.10
- (1) Each regular member present at a meeting of members is entitled to one vote.
 - (2) Questions arising at general meetings must be decided by a majority of votes, except where otherwise required.
 - (3) Voting is by show of hands, except where otherwise required, or as prescribed by the chair.
- 4.11 Elections
- (1) In conducting elections pursuant to these bylaws, the Association is authorized to use any combination of electronic and paper voting options that the Board approves in advance as reasonable and appropriate.
 - (2) For electronic voting, the Association must use a system which verifies each voter's identity and which maintains security.
 - (3) Notice to the manner in which to exercise the option to vote electronically or to vote by paper ballot must be provided to members in the Association newsletter and on the Association website and in accordance to these bylaws.

Part 5 – Directors and Officers

5.1

- (1) The affairs of the Association are governed by the Board of Directors, who may exercise all the powers of the Association, and do all the things that the Association may do, subject to:
 - a) these bylaws, and
 - b) all laws affecting the Association, and
 - c) rules, not being inconsistent with these bylaws, that are made from time to time by the Association.
- (2) A rule, made by the Association in a general meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.

5.2

- (1) The Board of Directors consists of the following persons:
 - a) Voting directors: the Chair, the Vice-Chair, the Treasurer and no more than 11 members-at-large. Voting members of the Board of Directors are duly elected as directors by the Association regular members in accordance to these bylaws and are voting directors. Each voting member of the Board of Directors is entitled to one vote.
 - b) Ex-Officio directors: the KPU Chancellor, the KPU President/Vice-Chancellor, an appointee of KPU to act as the Executive Director, the immediate KPUAA Past Chair if not otherwise an elected director, and the Chair of the Kwantlen Student Association. Non-voting members of the Board of Directors are appointed as directors in accordance to these bylaws and are not entitled to vote.
 - c) If the immediate Past Chair upon completing his/her service on the Board of Directors chooses not to serve as an ex-officio director, the Past Chair position will remain vacant.

5.3 The Officers of the Association consist of the following:

- a) the Chair,
- b) the Vice-Chair,
- c) the Treasurer, and
- d) the Secretary, whose duties and responsibilities are to be performed by the Executive Director.

5.4

- (1) The term of office of elected directors shall normally be two (2) years, and shall commence at the end of the AGM at which they are elected.
- (2) At each annual general meeting, the positions of those directors whose term of office has expired shall be filled and each director so elected shall hold office for a term the length of which may be determined by the Board at its discretion.
- (3) Directors may be re-elected provided that no director shall serve for more than six (6) consecutive years.
- (4) A director who has served for six (6) consecutive years in an elected position ceases to be a director, and must not be elected or hold office as a voting director for at least one year immediately following the sixth year of service.

5.5

- (1) A candidate for election as a director must
 - a) be nominated in writing by a member or by the Board,
 - b) consent to the nomination, and
 - c) present the nomination to the Association not less than 30 days before the AGM.
- (2) Nominations from the floor are prohibited, unless there are fewer candidates than there are positions to be filled.

5.6

- (1) The Directors may at any time appoint a member as a director to fill a vacancy on the Board.
- (2) A director so appointed holds office only until the adjournment of the next AGM, at which time an election must be held to fill the remainder of the term (if any). The appointed director is eligible to be elected.

5.7

- (1) A director ceases to be a director on
 - a) the end of the director's term of office, unless the director is re-elected,
 - b) completion of six consecutive years of service pursuant to these bylaws,
 - c) resigning in writing,
 - d) death,

- e) becoming unable to perform the duties of a director due to physical or mental disability, or
- f) failing to attend three consecutive meetings of the Board of Directors.

5.8

- (1) In exercising the powers and performing the functions of a director, a director must
 - a) act honestly and in good faith,
 - b) act in the best interests of the Association, and
 - c) exercise the care, diligence and skill of a reasonably prudent person.
- (2) The requirements of this bylaw are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of directors of a Society.

5.9

- (1) Each director shall take reasonable steps to avoid a conflict between the director's personal interests, or those of another person or group of persons, and the director's duty to the Association.
- (2) The nature and extent of a conflict of interest regarding any matter to be, or which has been, considered by the Directors, must be disclosed to the Directors.
- (3) A director who has a conflict of interest shall not vote on any matter involving the conflict and may be required to withdraw from any meetings at which the conflict is discussed or must follow any directions set by the Directors regarding deliberations on the conflict.

5.10 An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of directors in office.

5.11 The members may, by special resolution, remove a director before the expiration of his or her term of office, and may elect a successor to complete the term of office.

5.12 A director must not be remunerated for being or acting as a director, but may be reimbursed as a director for expenses reasonably incurred on behalf of the Association and authorized in advance by the Board of Directors.

Part 6 - Proceedings of Directors

6.1

- (1) The Directors may meet together at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The quorum for a meeting of the Board of Directors is any five (5) voting directors in office.

6.2 A meeting of the Board may be called by

- (1) the Chair,
- (2) the Secretary,
- (3) any three directors, or by
- (4) resolution of the Board.

6.3 Notice of a meeting of the Board is sufficient if properly addressed to every director, and sent by ordinary mail, electronic mail, or facsimile transmission. Except where notice is waived by all directors, notice of a meeting of the Board must be given at least 12 hours before the meeting.

6.4 The Chair is the chair of all meetings of the Board, but if at a meeting the Chair is not present within 30 minutes after the time appointed for the holding the meeting, the Vice-Chair must act as the chair, but if neither is present, the directors may choose one of their number to be the chair of the meeting.

6.5

- (1) The board may as it thinks fit delegate any, but not all, of its powers to committees and appoint the members of each committee.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of those powers to the earliest meeting of the Board held after the act or thing has been done.
- (3) A person who is not an Association member may be a member of a committee.

6.6

- (1) The Directors may create such standing and special committees as may from time to time be required.

- (2) Any such committee shall limit its activities to the purposes for which it is appointed, and shall have no powers except those specifically conferred by a board resolution.
- (3) Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the task for which it was appointed, a special committee shall automatically be dissolved.

6.7

- (1) Questions arising from a meeting of the Board or committee must be decided by a majority of votes.
- (2) In the case of a tie, the chair does not have a second or casting vote.

6.8 A resolution in writing, signed by all the directors, and placed with the minutes of the Board meetings, is as valid and effective as if regularly passed at a meeting of the Board.

Part 7 – Duties of Officers

7.1

- (1) The Directors shall elect the following officers from among the elected directors at the first board meeting following the AGM:
 - a) Chair,
 - b) Vice-Chair,
 - c) Treasurer.
- (2) The Executive Director shall perform all the duties and responsibilities of the Secretary.

7.2 The Chair shall

- (1) preside as chair at all meetings of the Association and of the Board;
- (2) supervise all other directors and officers in the execution of their duties; and
- (3) serve as an *ex officio* member of all committees and task forces of the Board.

7.3 The Vice-Chair shall carry out the duties of the chair during his or her absence.

7.4

- (1) The Executive Director shall conduct the business of the Association in accordance with the directions of the Board.
- (2) The Executive Director shall perform all the duties of the Secretary and shall:
 - a) conduct the correspondence of the Association;
 - b) issue notices of the meetings of the Association and of the Board;
 - c) prepare and keep the minutes of meetings of the Association and of the Board;
 - d) keep custody of all records and documents of the Association; and
 - e) maintain the register of members.

7.5 The Treasurer shall:

- (1) cause to be kept such financial records, including books of account, as are necessary to comply with the Society Act, and
- (2) cause to render financial statements to the directors, members and others when required.

Part 8 – Execution of Documents

8.1

- (1) Contracts, documents or instruments in writing requiring the signature of the Association may be signed when authorized by a resolution of the Board by any of the following directors:
 - a) the Chair,
 - b) the Vice Chair,
 - c) the Treasurer,
 - d) the Executive Director.
- (2) All contracts, documents and instruments in writing so signed are binding upon the Association without any further authorization or formality.

Part 9 – Borrowing

- 9.1 In order to carry out the purposes of the Association the Directors may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner they decide and, in particular, but without limiting that power, by the issue of debentures.
- 9.2 A debenture must not be issued without the authorization of a special resolution.
- 9.3 The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

Part 10 – Auditor

- 10.1 This part applies only if the Association is required to or has resolved to have an auditor.
- 10.2 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
- 10.3 At each annual general meeting, the Association must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 10.4 An auditor may be removed by ordinary resolution.
- 10.5 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 10.6 A director or employee of the Association must not be its auditor.
- 10.7 The auditor may attend general meetings.

Part 11 – Notices to Members

- 11.1 A notice may be given to a member personally, by mail or by email to the member at the member's address or e-mail address as shown on the register of members, or through advertisement in local newspapers in Surrey, Richmond and Langley, or through the Association website.
- 11.2 Notice of a general meeting shall be given to:
 - (1) every member shown on the registry of members on the day the notice is given, and
 - (2) the auditor, if Part 10 applies.

- (3) No other person is entitled to receive a notice of a general meeting.

Part 12 – Bylaws

- 12.1 A copy of the constitution and bylaws of the Association shall be posted on the Association website.
- 12.2 On becoming a member, each member is entitled to, and upon request the Association shall provide the member without charge, a copy of the constitution and bylaws of the Association.
- 12.3 These bylaws must not be altered or added to except by special resolution held at a general meeting, where 75 per cent of members present must vote in favour of the resolution.

Accepted and adopted at the General Meeting of the Association on the 16th day of November, 2015

Dated: November 15, 2010