

Bylaws

ACE-WIL Association for Co-operative Education and Work-Integrated Learning British Columbia / Yukon Territory

Part 1 -- Interpretation

1. (1) In these bylaws, unless the context otherwise requires,
 - (a) "College" means a college or institute in the region as defined by the Minister responsible for post-secondary education in British Columbia,
 - (b) "director/directors" means the Directors of the Society,
 - (c) "person" includes corporation and Societies,
 - (d) "registered address" of a member means the member's address as recorded in the register of members,
 - (e) "Society Act" means the Society Act of the Province of British Columbia in force and all amendments to it,
 - (f) "University" means a university in the region as defined by the Minister responsible for post-secondary education in British Columbia.
 - (g) "Co-operative Education", a form of work-integrated learning, means a process of education which formally integrates a student's academic studies with paid work experience in employer organizations,
 - (h) Curricular "Work-Integrated Learning" means a model and process of experiential education, which formally and intentionally integrates a student's academic studies with learning in a workplace or practice setting. Curricular WIL can occur at the course or program level and includes the development of learning outcomes related to employability, personal agency and life-long learning.
- (2) The definitions in the Society Act of British Columbia on the date these bylaws become effective apply to these bylaws.
2. 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

Members Definition

3. The members of the Society are the applicants for incorporation of the Society, and those persons or institutions who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

Categories of Membership

4. The Board of Directors may accept any of the following as members
 - (a) any person who is employed at a public post-secondary institution and supports the purposes of the Society who applies to the Directors for Individual membership in the society

5. The Board of Directors may appoint individuals who support the activities of Co-operative Education as Honorary Members.
6. Every member shall uphold the constitution and comply with these bylaws.

Member in Good Standing

7. All members are in good standing except a member who has failed to pay the current annual membership fee or any other subscription or debt due and owing by the member to the Society and the member is not in good standing so long as the debt remains unpaid.

Dues

8. (1) The Board of Directors shall determine the amount of the first annual membership dues for all categories of membership and subsequently the Board may recommend annual membership dues to the general membership who shall determine the dues at the annual general meeting of the Society.
(2) Dues are to be paid by the start of the fiscal year.

Termination of Membership

9. A person shall cease to be a member of the Society
 - (a) by delivering a resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society;
 - (b) on death or in the case of a corporation on dissolution;
 - (c) on being expelled by a special resolution of the general membership; or
 - (d) on having been a member not in good standing for 3 consecutive months following the start of the fiscal year.

Suspension/Expulsion

10. (1) The Board of Directors may suspend a member for cause until the next general meeting of the Society. The member may appeal the suspension to the membership at a General Meeting. If the suspension is not ratified the member's status shall be reinstated subject to any conditions imposed by the members at the general meeting.
(2) A member may be expelled by a special resolution of the members passed at a general meeting.
(3) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
(4) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

Part 3 -- Meetings of Members

11. General meetings of the Society shall be held at the time and place, in accordance with the Society Act, that the Directors decide.
12. Annual General Meetings of the Society shall be held at least once in every calendar year at the time and

place, in accordance with the Society Act, that the Directors decide, but in any event, not more than 15 months after the last annual general meeting.

13. The Directors may convene a Special General Meeting. Any 15 members may cause the Board of Directors to convene a Special General Meeting.

Notice of Meetings

14. (1) Notice of a general meeting shall specify the place, day and hour of meeting, and, in the case of special business, the general nature of that business.
- (2) 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.
15. Notice of an Annual General Meeting of the Society shall be given to each member not less than 14 days prior to the meeting unless the members waive or reduce the period of notice for a particular meeting by unanimous consent in writing.

Part 4 -- Proceedings at General Meetings

16. Proceedings include
- (a) all business at a special general meeting; and
 - (b) all business transacted at an annual general meeting, except,
 - (i) adoption of the agenda;
 - (ii) the consideration of the financial statements;
 - (c) the report of the Directors;
 - (d) the report of the auditor, if any;
 - (e) the election of Directors;
 - (f) the appointment of the auditor, if required;
 - (g) the report of the Standing Committees;
 - (h) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.
17. (1) No business, other than the election of a Chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is 4 members present or a greater number that the members may determine at a general meeting.

Adjourned Meetings

18. If within 20 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall 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 20 minutes from the time appointed for the meeting, the members present constitute a quorum.

19. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (3) Except as provided in the bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

Chair

20. Subject to bylaw 21, the President of the Society, the Vice President or in the absence of both, one of the other Directors present, shall preside as chair of a general meeting.
21. If at a general meeting
- (a) there is no President, Vice President or other Director present within 20 minutes after the time appointed for holding the meeting; or
- (b) the President and all the other Directors present are unwilling to act as chair, the members present shall choose one of their number to be chair.
22. (1) No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution.
- (2) In case of an equality of votes the chair shall not have a casting or second vote in addition to the vote to which the Chair may be entitled as a member and the proposed resolution shall not pass.

Voting

23. (1) Each person in good standing present at a meeting of members is entitled to one vote.
- (2) Every Director shall have one vote at meetings of the Society. E-voting is allowed at General Meetings.
- (3) Member voting is by show of hands.
- (4) Voting by proxy is not permitted.
24. A Society, corporate or institution member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a single member for all purposes with respect to a meeting of the Society.

Part 5 -- Directors and Officers

Directors

25. (1) The Board of Directors shall consist of elected Directors as described in clause 25(3), the Directors filling positions described in clause 25 (4) and a Director appointed by the Minister responsible for post-secondary education in the Province of British Columbia.
- (2) The elected Directors shall serve for a two year term. An elected Director may be elected for no more

than 2 consecutive terms.

- (3) The Board of Directors shall consist of balanced representation from across the province, across public post-secondary institutions and across operational roles in each of the following categories:
- (a) Three directors-at-large
 - (b) One from the region of the Lower Mainland or Vancouver Island regions as defined by the Minister responsible for post-secondary education in the Province of British Columbia
 - (c) One from the region in the Province of British Columbia not included in subsection (3) (b), and the Yukon
 - (d) One Co-operative Education Director for Colleges or Institutes, and
 - (e) One Co-operative Education Director for Universities
 - (f) One Work-Integrated Learning Director for Colleges or Institutes
 - (g) One Work-Integrated Learning Director for Universities, and
 - (h) Past President.
- (4) A person in each of the following positions shall be a Director:
- (a) The Chair of the Accountability Council for Co-operative Education and Work-Integrated Learning - BC (ACCE-WIL-BC) or the Chair's designate,
 - (b) The BC/Yukon Regional Representative of Co-operative Education and Work-Integrated Learning Canada (CEWIL Canada), and
 - (c) A Chair of a Standing Committee of the Society. Co-chairs shall be considered to be one Director.

who shall be a Director for no more than 4 consecutive years.

Remuneration of Directors

26. No Director shall be remunerated for being or acting as a Director but a Director may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

Indemnification

27. In accordance with the Society Act, the Society shall indemnify and save harmless all Directors acting in their capacity as Directors of the Society, for any acts or omissions which are done honestly, in good faith with a view to the best interests of the Society and with the belief that they are lawful.

Nominating Committee

28. The Officers of the Society shall appoint a Nominating Committee in January of each year. The Nominating Committee shall proceed as follows:
- (a) in January the Committee will solicit names of nominees from the members for the positions scheduled to be vacant the following May;
 - (b) a member shall submit the following to the Nominating Committee by February 15,
 - (i) the nominee's name for election as a Director
 - (ii) a brief biographical sketch of the nominee,
 - (iii) a written consent of the nominee to stand for election as a Director,
 - (iv) an indication of which categories the nominee is qualified to represent and if qualified for more than one an indication of the nominee's preference;
 - (c) each nominee shall be assigned to stand for election in only one category,
 - (d) the Nominating Committee shall assign nominees to categories,

- (e) the Nominating Committee shall prepare a ballot of nominated candidates and distribute it to the members in good standing by March 15,
- (f) members shall submit the ballots for counting no later than April 15 to the Nominating Committee, and
- (g) the Nominating Committee shall report the results to the annual general meeting in May.

29. A Director shall cease to be a Director of the Society

- (a) by delivering a resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society,
- (b) on death or in the case of a Society or corporation on dissolution,
- (c) on being removed by the membership by a special resolution,
- (d) on failing to attend three consecutive meetings without cause,
- (e) on ceasing to qualify as a representative of the category the director represents, or
- (f) on ceasing to be a member in good standing for 3 consecutive months following the fiscal year.

Officers

30. (1) The Executive Officers of the Society shall consist of no less than **four elected Directors** consisting of the President, Vice President, Secretary and Treasurer of the Society.
- (2) The Board of Directors may appoint one or more persons as Officers of the Society who shall have such power, responsibilities and terms of office as the Directors may determine by resolution.
31. (1) The Officers and chairs of committees shall retire at each Annual General Meeting, their successors shall be appointed by the Board of Directors at the first meeting of the new Board of Directors following the Annual General Meeting.
- (2) If no successor is appointed the person previously elected or appointed continues to hold office.

Vacancy

32. (1) If a vacancy in the Board of Directors occurs between Annual General Meetings, the Directors may appoint a member in good standing who is a representative of the category of the Director whose position is vacant.
- (2) A Director so appointed holds office only until the conclusion of the next Annual General Meeting of the Society.
- (3) A Director is eligible for re-election at an Annual General Meeting.
33. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

Part 6 -- Proceedings of Directors

34. (1) The Directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to
- (a) all laws affecting the Society;
 - (b) these bylaws; and

(c) rules, not being inconsistent with these bylaws, which are made by the Society in general meeting.

(2) No rule, made by the Society in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

(3) Any rule adopted by the Directors shall be binding until the next general meeting when it is ratified. If the rule is not ratified it ceases to have force and effect.

35. (1) The Directors shall meet at least three times a year at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit and shall receive reports of the Standing Committees at least three times a year.

(2) The quorum necessary to transact business of the Directors is 3.

(3) The President shall be chair of all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice President shall act as Chair; but if neither is present the Directors present may choose one of their number to be Chair at that meeting.

(4) The Secretary, at the request of a Director, shall convene a meeting of the Directors.

Committees

36. (1) The Directors may delegate any, but not all, of their powers to committees consisting of at least one Director and members as they see fit.

(2) A committee so formed, in the exercise of the powers so delegated, shall conform to any rules imposed on it by the Directors, and shall report to the Directors and the membership as requested.

(3) The membership may establish or dissolve Standing Committees at the Annual General Meeting and at least one member of a Standing Committee shall be a Director.

37. Members of committees shall elect a Chair of the committee; but if no chair is elected, or if at a meeting the Chair is not present within 15 minutes after the time appointed for holding the meeting, those present who are members of the committee shall choose one of their number to be Chair of the meeting.

38. The members of a committee may meet and adjourn as they think proper.

39. For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.

40. A Director who may be absent temporarily from the region may send or deliver to the address of the Society a waiver of notice, which may be by any written communication, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

(a) no notice of meeting of Directors shall be sent to that Director; and

(b) any and all meetings of the Directors of the Society, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.

41. (1) Questions arising at a meeting of the Directors or committees shall be decided by a majority of votes.

(2) In case of an equality of votes the Chair does not have a second or casting vote.

42. No resolution proposed at a meeting of Directors or committees need be seconded and the Chair of a meeting may move or propose a resolution.

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

Part 7 -- Duties of Officers

44. (1) The President shall preside at all meetings of the Society and of the Directors.

(2) The President is the chief executive officer of the Society and is responsible for the execution of the duties of the Society.

45. The Vice President shall carry out the duties of the President during the President's absence.

46. The Secretary shall

- (a) conduct the correspondence of the Society;
- (b) issue notices of meetings of the Society and Directors;
- (c) keep minutes of all meetings of the Society and Directors;
- (d) have custody of all records and documents of the Society except those required to be kept by the Treasurer;
- (e) have custody of the common seal of the Society; and
- (f) maintain the register of members.

47. The Treasurer shall

- (a) keep the financial records, including books of account, necessary to comply with the Society Act;
- (b) render financial statements to the Directors, members and others when required;
- (c) ensure that all financial and other documents binding the Society are signed by the Treasurer as authorized to act on behalf of the Society; and,
- (d) maintain appropriate insurance for activities of the Society and to indemnify Directors as prescribed.

48. The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary Treasurer.

49. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

Part 8 -- Seal

50. The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

51. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the

presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and Secretary or President and Secretary Treasurer.

Part 9 -- Borrowing

52. In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide in an amount up to 500 dollars in Canadian currency.
53. The members may by special resolution restrict or extend the borrowing powers of the Directors, but the special resolution expires at the next Annual General Meeting.

Part 10 -- Auditor

54. This Part applies only where the society is required or has resolved to have an auditor.
55. The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.
56. At each Annual General Meeting the Society shall appoint an auditor to hold office until a successor is elected at the next Annual General Meeting.
57. An auditor may be removed by ordinary resolution.
58. An auditor shall be promptly informed in writing of appointment or removal.
59. No Director, member or employee of the Society shall be auditor.
60. The auditor may attend general meetings.

Part 11 -- Fiscal Year

61. The fiscal year of the Society shall be April 1 to March 31.

Part 12 -- Notices to Members

62. A written notice may be given to a member either personally or at the member's last registered address including electronic or facsimile address.
63. A notice sent shall be deemed to have been given on the second day following that on which the notice is sent, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and sent.
64. (1) Notice of an Annual General Meeting shall be given to
- (a) every member shown on the register of members on the day notice is given; and
 - (b) the auditor, if Part 10 applies.
- (2) No other person is entitled to receive a notice of an Annual General Meeting.

65. (1) Notice of a general meeting of the Society shall be given to each member not less than 14 days prior to the meeting unless the members waive or reduce the period of notice for a particular meeting by unanimous consent in writing.
- (2) Notice of a general meeting shall specify the place, day and hour of meeting, and, in the case of special business, the general nature of that business.
- (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 13 -- Bylaws

66. On being admitted as a member, each member is entitled to and shall receive, without charge, a copy of the constitution and bylaws of the Society.
67. These bylaws shall not be altered or added to except by special resolution as defined by the Society Act of British Columbia.

Originally signed and witnessed December 9, 1992.

Bylaws revised January 17, 1997; Bylaws revised January 16, 1998; Bylaws revised February 7, 2003; Bylaws revised May 14, 2014.

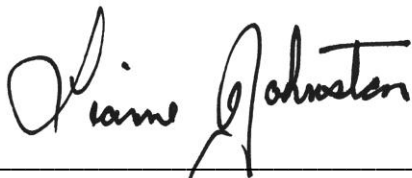
Bylaws revised May 17, 2018.

Witnessed at Vancouver, BC



President, Heather Workman

Witnessed at Vancouver, BC



Secretary, Lianne Johnston