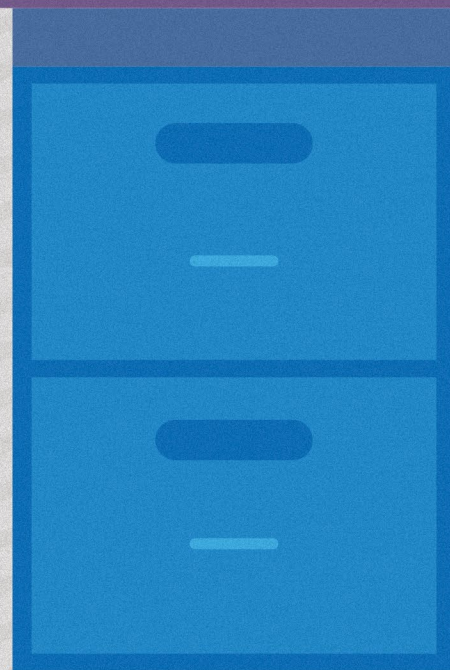


# CASA's Bylaws and Operating Procedures 2018-2019







**CANADIAN ALLIANCE OF STUDENT ASSOCIATIONS (CASA)  
ALLIANCE CANADIENNE DES ASSOCIATIONS ÉTUDIANTES (ACAE)**

(the “Corporation”)

## **BY-LAW NO. 2**

Pursuant to the *Canada Not-for-profit Corporations Act* (S.C. 2009, c.23), this By-law No. 2, being a by-law relating generally to the conduct of the affairs of the Corporation, replaces By-law No. 1 of the Corporation under the *Canada Not-for-profit Corporations Act*.

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## **SECTION 1 – GENERAL**

### **1.01 Definitions**

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

- (a) "Act" means the *Canada Not-for-profit Corporations 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 Corporation;

- (c) "board" means the board of directors of the Corporation and "director" means a member of the board;
- (d) "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (e) "meeting of members" includes an annual meeting of members or a special meeting of members;
- (f) "ordinary resolution" means a resolution passed by a majority of the votes cast on that resolution;
- (g) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (h) "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution with such two-thirds (2/3) majority of votes representing at least 50% of full time equivalent students represented by the members.

## 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 section 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

## 1.03 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

## 1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation must be signed by any two (2) of its officers or directors, subject to the following: 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 Corporation to be a true copy thereof.

## 1.05 Financial Year End

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

## 1.06 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board 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 Corporation and/or other persons as the board may by resolution from time to time designate, direct or authorize.

## 1.07 Annual Financial Statements

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

## 1.08 Borrowing Powers

The directors of the Corporation may, without authorization of the members,

- (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 debt obligation of the Corporation.

# SECTION 2 – MEMBERSHIP

## 2.01 Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available to not-for-profit corporations that:

- (a) represent post-secondary student bodies;
- (b) are interested in furthering the Corporation's purposes;
- (c) have applied for and been accepted into membership in the Corporation by resolution of the board and confirmed by ordinary resolution of the existing members of the Corporation; and

- (d) have entered into a membership agreement with the Corporation.

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

## 2.02 Notice of Members' Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

## 2.03 Absentee Voting at Members' Meetings

### 2.03.1 Voting by Mailed-In or Electronic Ballot

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has 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 to the Corporation without it being possible for the Corporation to identify how each member voted.

### 2.03.2 Voting by Proxy

a. Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the requirements for proxies set out in the Act.

b. Any notice to members of the time and place of a meeting of members shall either enclose a form of proxy or contain a reminder of the right to appoint a proxyholder.

## SECTION 3 – MEMBERSHIP DUES AND TERMINATION

### 3.01 Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them, if any, and, if any such membership dues are not paid within the time provided in the notice of the membership renewal date, the names of the members in default shall be provided to the board who may send a further notice to the members. If the members do not pay within the time provided in the further notice, the members in default will cease to be members of the Corporation.

### 3.02 Termination of Membership

A membership in the Corporation is terminated when:

- (a) the corporation is dissolved;
- (b) the member is removed from membership in accordance with section 3.03 below;
- (c) the Corporation is liquidated and dissolved under the Act;
- (d) the member withdraws in accordance with section 3.04 below; or
- (e) the member's membership is otherwise terminated in accordance with the articles or by-laws.

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

### 3.03 Removal from Membership

Any member of the Corporation may be removed from membership for any one or more of the grounds described below by an ordinary resolution of the board and confirmed by the members by a majority of not less than 75% of the votes cast on that resolution at a meeting of members duly called for that purpose. For greater certainty, the member's removal from membership shall only be effective on the confirmation of the members at a special meeting of members as described herein.

The grounds for removal are:

- (a) violating any provision of the articles, by-laws, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion; or

- (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 Corporation.

In the event that the board determines that a member should be removed from membership in the Corporation, the chair of the board, or such other officer as may be designated by the board, shall provide twenty (20) days written notice of the proposed removal of the member from membership to the member and shall provide written reasons for the proposed removal. The member may make written submissions to the chair of the board, 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 chair of the board, the board may proceed to call a special meeting of members for the purpose of considering and confirming the board's resolution to remove the member from membership in the Corporation.

If written submissions are received in accordance with this section, the board will consider such submissions and make a decision within twenty (20) days from the date of receipt of the written submissions from the member. If the board decides not to remove the member from membership in the Corporation, the chair of the board shall, within seven (7) days from the date of the board's decision, notify the member in writing of its decision. If it is decided by the board that the member should be removed from membership in the Corporation, the board shall call a special meeting of members for the purpose of considering and confirming the board's resolution to remove the member from membership in the Corporation. The member who is the subject of the proposed removal shall have the right to receive notice of and attend the meeting of members, and shall be given the opportunity to make an oral statement at the meeting, but shall not have the right to vote on the resolution to remove the member from membership.

Within seven (7) days from the date of the special meeting of members, the chair of the board shall notify the member in writing concerning the final decision made at the special meeting of members. The decision of the members at the special meeting of members shall be final and binding on the member, without any further right of appeal.

### 3.04 Withdrawal from Membership

Where a member intends to withdraw from the Corporation, the member must provide written notice of the member's intention to submit a motion to terminate its membership status in the Corporation no less than thirty (30) days and no more than ninety (90) days before the date the member submits a motion.

Termination of membership shall take effect ninety (90) days after the Corporation receives a certified resolution of the member confirming its intention to withdraw from membership or upon such later date within the Corporation's membership year as designated by the member.

Any and all membership dues then outstanding for the membership year in which the withdrawal from membership takes effect shall be due and owing to the Corporation on the date the member's termination of membership takes effect.

## **SECTION 4 – MEETINGS OF MEMBERS**

### 4.01 Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada or elsewhere as the board may determine.

### 4.02 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, 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 chair of the meeting or by resolution of the members.

### 4.03 Chair of the Meeting

The board may designate an individual to chair any meeting of the members. If such person is absent, the members who are present and entitled to vote at the meeting shall appoint an individual to chair the meeting.

### 4.04 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be two-thirds (2/3) of the members entitled to vote at the meeting with such two-thirds (2/3) of members representing at least 50% of full time equivalent students. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

### 4.05 Votes to Govern

At any meeting of members 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 questions. The chair of the meeting shall not exercise a vote except in the case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting.



## SECTION 5 – DIRECTORS

### 5.01 Directors' Powers

The directors may exercise all such powers and do all such acts or things as may be exercised or done by the Corporation that are not by the Act, articles or by-laws expressly directed or required to be done in some other manner. Subject to the Act, articles and by-laws the board shall manage or supervise the management of the activities and affairs of the Corporation.

### 5.02 Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

### 5.03 Election and Term

Subject to the articles, an election of directors will be held on an annual basis at a special meeting of members duly called for that purpose. The special meeting of members for an election of directors shall precede the annual meeting of members. If no such special meeting of members is held, the election of directors shall take place at the annual meeting of members. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

### 5.04 Removal of Directors

Subject to the Act, the members may by ordinary resolution passed at an annual or special meeting of members remove any director from office, and the vacancy created by such removal may be filled at the same meeting by the members, failing which it may be filled by the board.

### 5.05 Vacancy in Office of Director

The office of a director shall be automatically vacated if:

- (a) the director dies;
- (b) the director delivers a written notice of resignation to the Corporation;
- (c) the director ceases to be qualified for election as a director; or

- (d) the director is removed from office by the members in accordance with section 5.04.

## **SECTION 6 – MEETINGS OF DIRECTORS**

### 6.01 Calling of Meetings

Meetings of the board may be called by the chair of the board or any two (2) 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 9.01 (Method of Giving Notices) of this by-law to every director of the Corporation not less than forty-eight (48) hours before the time when the meeting is to be held, if delivered or sent other than by mail. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. 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 Quorum

A majority of two-thirds (2/3) of directors in office, from time to time, shall constitute a quorum for meetings of the board.

### 6.05 Votes to Govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. The chair of the meeting shall not exercise a vote except in the case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting.

## SECTION 7 – OFFICERS

### 7.01 Appointment

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

### 7.02 Description of Offices

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- (a) Chair of the Board – The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board and of the members. The chair shall have such other duties and powers as the board may specify.
- (b) Executive Director – If appointed, the Executive Director shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The Executive Director shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
- (c) Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary, or such other officer or employee as designated by the secretary, shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- (d) Treasurer – If appointed, the treasurer shall keep, or cause to be kept, proper accounting records as required by the Act. The treasurer shall deposit, or cause to be deposited, all monies received by the Corporation in the Corporation's bank account; the treasurer shall, under the direction of the board, supervise the safekeeping of securities and the disbursement of the funds of the Corporation; the treasurer shall render to the board, whenever required, an account of all his or her transactions as treasurer and of the financial position of the Corporation; and the treasurer shall perform such other duties as may from time to time be prescribed by the board.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board 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. In the event that any of the officers above are not appointed, to the extent that such officers have any responsibilities pursuant to any other provisions of this by-law, the board may assign those responsibilities to another officer or employee of the Corporation.

### 7.03 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- (a) the officer's successor being appointed,
- (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 Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

## **SECTION 8 – COMMITTEES**

### 8.01 Committees

The board may from time to time establish any 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 shall see fit, or terminate any committee or other advisory body, as it deems necessary or appropriate. The size, composition, structure and election process for members of any such committee shall be established by the board. Any such committee shall operate within the rules and directions as the board may from time to time make. Any committee member may be removed by resolution of the board.



## SECTION 9 – NOTICES

### 9.01 Method of Giving Notices

Any notice (which term includes any communication or document), other than notice of a meeting of members, 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 Corporation or, in the case of notice to a director, if delivered to the director's latest address as shown in the records of the Corporation or in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) and received by the Director appointed by the federal Minister of Industry under the Act to administer the Act;
- (b) if mailed by prepaid ordinary or air mail to such person at such person's recorded address, or in the case of notice to a director to the latest address as shown in the records of the Corporation or in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) and received by the Director appointed by the federal Minister of Industry under the Act to administer the Act;
- (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 secretary 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 secretary to be reliable. The declaration by the secretary 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 Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

### 9.02 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 Corporation has provided notice in accordance with the by-law 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 10 – ELECTRONIC MEETINGS**

### 10.01 Participation by Electronic Means

If the Corporation makes available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a member or director meeting, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act.

A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

### 10.02 Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

## **SECTION 11 – INDEMNITIES TO DIRECTORS AND OTHERS**

### 11.01 Indemnification

Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Corporation's request as a director or an officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity, if such individual (a) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. The Corporation shall also indemnify such person in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

## **SECTION 12 – DISPUTE RESOLUTION**

### 12.01 Dispute Resolution Mechanism

If a dispute or controversy among members, directors, officers or committee members of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the activities or affairs of the Corporation is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution as follows to the exclusion of such persons instituting a lawsuit or legal action:

- (a) the dispute shall be settled by arbitration before a single arbitrator, in accordance with the *Arbitration Act, 1991* (Ontario) or as otherwise agreed upon by the parties to the dispute. 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; and

all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

## **SECTION 13 – BY-LAWS AND AMENDMENTS**

### 13.01 By-laws and Amendments

The board may not make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation without having the by-law, amendment or repeal confirmed by the members by special resolution. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

### 13.02 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.

## **SECTION 14 – EFFECTIVE DATE**

### 14.01 Effective Date

This By-law No. 2 comes into force upon confirmation by the members of the Corporation in accordance with the Act.

# Operational Procedures

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## Operating Procedure 0:

Definitions

**Effective:** March 2018

**Replaces:**

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### Purpose

This Operating Procedure prescribes meaning, unless the context reasonably requires otherwise, to certain terms used throughout CASA's governing documents in order to assist and clarify interpretation.

Certain definitions are listed in the By-law and repeated here. In the case of any conflict between definitions listed in the By-law and those repeated here, the By-law definitions shall prevail.

### Definitions

**Act** shall mean the *Canadian Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted or amended from time to time.

**Articles** shall mean the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganizations, arrangement or revival of the Corporation.

**Board** shall mean the board of directors of the Corporation.

**Board Action Plan** shall mean the annual plan for the Board that provides direction to Directors and the Executive Director.



**By-law** shall mean the By-Law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect.

**Code of Conduct** shall mean a policy by which all Delegates present at CASA conferences or official events shall abide.

**Code of Conduct Officer** shall mean a Delegate elected by a Meeting of Members and identified as a contact person for the purpose of receiving and investigating any complaints regarding violations of the Code of Conduct.

**Committee** shall mean a standing or ad-hoc Committee established by the Board or Operating Procedure.

**Committee Chair** shall mean the person appointed to preside over a Committee.

**Conflict of Interest** shall mean a set of circumstances in which the private interest of an individual, directly associated person or organization may be reasonably perceived to bias a decision-maker's judgement in the exercise of an official power, duty, or function.

**Corporation** shall mean the Canadian Alliance of Student Associations or CASA.

**CASA** shall mean the Corporation or the Canadian Alliance of Student Associations.

**Director** shall mean a member of the Board.

**Delegate** shall mean a representative of a Member, authorized to act on that Member's behalf.

**Executive Director** shall mean the individual appointed by a Meeting of Members to fill the office of National Director as contemplated in the By-law and who shall be responsible for the operations of CASA and who is an ex-officio member of the Board.

**Fiscal Year** shall mean the period beginning May 1 and ending April 30.

**Internal Review** shall mean a review of a decision or action made by an individual or body within the jurisdiction of CASA that contravenes CASA policy or values with the exception of the Code of Conduct.

**Meeting of Members** shall mean an annual meeting of members or a special meeting of members.

**Member** shall mean a student association authorized by its governing body to join CASA.

**Membership Term** shall mean the period beginning July 1 and ending June 30.

**Non-Regularly Scheduled Meeting** means a meeting of a Committee that is scheduled on an as-needed basis and does not reoccur at a regular interval.

**Operating Procedure** shall mean an internal governance policy or procedure.

**Ordinary Resolution** shall mean a resolution passed by a majority of the votes cast on that resolution.

**Policy Committee** shall mean a Committee of CASA responsible for reviewing and drafting Political Policy or amendments and making recommendations to a Meeting of Members.

**Policy Paper** shall mean a Political Policy that is non-binding on CASA's public relations and advocacy, and instead provides guidance for Member and Delegates on a relevant topic.

**Policy Statement** shall mean a Political Policy that is binding on CASA's public relations and advocacy.

**Political Policy** shall mean policy of CASA that expresses an opinion, sentiment, or principle about public policy matters relating to post-secondary education.

**Press Release** shall mean an official statement issued to media providing information on a particular matter.

**Private Document** shall mean a document determined by the Board to be confidential or for use only by Members or Delegates.

**Progress Report** shall mean reports provided to a Meeting of Members that detail the status of the Corporation with respect to the Board Action Plan and the Strategic Plan.

**Public Document** shall mean a document determined by the Board to be non-confidential or for public information.

**Public Statement** shall mean a public message released by CASA that shall specifically include a social media post but exclude a Press Release, Private Document, or Public Document.

**Regularly Scheduled Meeting** means a meeting of a Committee that is determined in advance and reoccurs at a regular interval.

**Regulations** shall mean the regulations made under the Act, as amended, restated or in effect from time to time.

**Special Resolution** shall mean a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution with such two-thirds (2/3) majority of votes representing at least 50% of fulltime equivalent students represented by the Members.

**Strategic Plan** shall mean the overarching three-year plan to guide the development of the Corporation and detail the vision, mission, and values of CASA.

# Operating Procedure 1:

Board of Directors

**Effective:** March 2018

**Replaces:** February 2016

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## By-law

The By-law provides for the regulation of the Board on the following matters:

- ▶ Powers of the Board and Directors;
- ▶ Number of Directors;
- ▶ Election and term;
- ▶ Removal of Directors;
- ▶ Vacancies in the office of a Director;
- ▶ Rules regarding meetings of Directors; and
- ▶ The establishment of certain offices.

This operating procedure is intended to provide further detail regarding the composition, election, and roles and responsibilities of the Board.

Where a conflict arises between this Operating Procedure and the By-law, the provisions of the By-law shall prevail.

## Composition

The Board shall be comprised of the following Directors:

- ▶ Chair;
- ▶ Secretary;
- ▶ Treasurer;
- ▶ Director-at-large, Advocacy;
- ▶ Director-at-large, Policy;
- ▶ Director-at-large, Member Relations;
- ▶ Director-at-large, General; and
- ▶ Executive Director (ex-officio, non-voting).

Directors shall be Delegates of a CASA member.

Members shall be limited to one Delegate as a Director.

## Election

The Board shall be elected at the first Meeting of Members of each membership year.

Delegates may nominate themselves for specific Director positions through nomination forms provided to them by the Executive Director.

Nomination forms shall be submitted to the Executive Director no later than 48 hours prior to voting.

Nomination forms shall then be distributed by the Executive Director no later than 24 hours prior to voting.

Nominations from the floor shall not be allowed except for when:

- ▶ A Director position does not receive a nomination by form; or
- ▶ The membership does not elect any of the Delegates nominated by form.

Elections shall occur by secret ballot through the following process:

- ▶ Each member shall be allowed one vote per ballot;
- ▶ A nominated Delegate shall require a simple majority of votes cast for the Director position;
- ▶ If no nominated Delegate receives a simple majority of votes cast, then the nominated Delegate with the lowest number of votes shall be removed from the ballot and the vote shall occur again;
- ▶ The process described in above shall be repeated until a nominated Delegate receives a simple majority;
- ▶ An uncontested election shall require a nominated Delegate to receive a super majority in a “yes or no” vote;
- ▶ A nominated Delegate who receives a simple majority of votes cast shall become the new Director.

The Executive Director shall provide all Delegates with notice of elections, process (including nomination forms), and descriptions of Director positions in advance of the first Meeting of the Members of each Fiscal Year.

## Roles and Responsibilities

All Directors shall;

- ▶ Maintain an awareness of current issues and developments relevant to CASA and their respective portfolios;
- ▶ Understand and communicate all policies and positions of CASA;
- ▶ Present reports at Meetings of Members regarding current issues and developments relevant to CASA and their respective portfolios;
- ▶ Perform all duties and responsibilities as outlined in the Act or the By-law;
- ▶ Chair Committees as designated by CASA By-law or Operating Procedure; and
- ▶ Fulfill any other duty or responsibility that may be assigned or delegated by the Board or a Meeting of Members.

The Board shall;

- ▶ Develop the Board Action Plan in accordance with the Strategic Plan and provide Progress Reports;
- ▶ Establish any Committee or other advisory body as it deems necessary or appropriate;
- ▶ Provide oversight of and direction to the Executive Director; and
- ▶ Fulfill any other duty or responsibility that may be assigned or delegated by a Meeting of Members.



## Operating Procedure 2:

Committees

**Effective:** March 2018

**Replaces:**

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### Purpose

In accordance with the By-law, this Operating Procedure shall establish and outline general terms of reference for all Committees.

This operating procedure shall establish and outline the specific delegated powers and further details of each Committee.

### General Terms of Reference

Committees shall be populated by election at the first Meeting of Members after May 1 of any year.

Vice chairs and secretaries of Committees shall be appointed by internal Committee election.

Quorum for any Committee shall be three (3) voting members of the Committee.

Unless otherwise designated, all members of a Committee shall be considered voting members.

Members shall be limited to one Delegate sitting as a voting member of a Committee.

Committees shall create a work plan outlining specific tasks and measurable objectives for the year and provide a progress report at every Meeting of Members.

Committees may create subcommittees as appropriate.

Committee Chairs may delegate any tasks necessary for the proper functioning of the Committee to the Executive Director or designate.

Committees may approve non-substantive changes to Political Policies or Operating Procedures under their authority to review and draft.

Committees may operate on a consensus basis but shall require a simple majority (50% +1) of quorum for official decisions to be made.

Committees may conduct meetings and voting electronically, in accordance with *CASA By-laws*, if deemed necessary by the Committee Chair for the efficient conduct of business.

Committee Chairs shall provide an agenda to the Committee at the same time as notice of the meeting is given.

Committee Chairs may schedule a Non-Regularly Scheduled Meeting by providing all permanent members 24 hours to notify the chair of their availability over a minimum of the next five (5) business days.

Committee Chairs may schedule a Non-Regularly Scheduled Meeting that allows for the greatest number of permanent members or a composition of permanent members that allows the Committee to make progress on the Committee's work plan.

Committee Chairs may schedule a Regularly Scheduled Meeting by ensuring that the timing and reoccurrence accommodates all permanent members of the Committee.

Permanent members may be removed by the Board on the recommendation of the Committee Chair.

Permanent members may be removed by the Committee Chair if they are absent from four (4) Non-Regularly Scheduled Meetings or three (3) Regularly Scheduled Meetings in a membership year.

A permanent member may resign at any time by providing a written notice of resignation to the Committee Chair.

In the case of a vacancy, the Board may appoint a Delegate to be a permanent member of a Committee, with full voting rights, until the next Meeting of Members.

The Members shall fill any vacancies that exist at Meetings of Members.

## Committees

The following Committees shall be established:

- Federal Policy Committee;
- Graduate Committee;
- Trades and Technology Committee;
- National Advocacy Committee;
- Governance and Internal Review Committee; and
- Member Relations Committee.

The Board may establish ad-hoc Committees as required to fulfill a specific, one-time mandate or purpose.

## Federal Policy Committee

The Federal Policy Committee shall be delegated the authority for reviewing and drafting Political Policy.

The Federal Policy Committee may recommend Political Policy or amendments to a Meeting of Members for approval.

The Federal Policy Committee shall consist of:

- Director-at-large, Policy, as Committee Chair;
- Seven (7) Delegates elected by a Meeting of Members, to be permanent members of the Committee;

- ▶ All other Delegates (non-voting); and
- ▶ Executive Director or designate (non-voting).

## Graduate Committee

The Graduate Committee shall be delegated the authority for reviewing and drafting Political Policy pertaining to graduate student issues.

The Graduate Committee may recommend Political Policy or amendments to a Meeting of Members for approval.

The Graduate Committee shall serve as a forum for graduate student concerns.

The Graduate Committee shall consist of:

- ▶ A Delegate of a Member representing graduate students, elected by a Meeting of Members to serve as Committee Chair;
- ▶ All Delegates of Members that represent graduate students, to be permanent members of the Committee;
- ▶ All other Delegates (non-voting); and
- ▶ Executive Director or designate (non-voting).

## Trades and Technology Committee

The Trades and Technology Committee shall be delegated the authority for reviewing and drafting Political Policy pertaining to students at trade and polytechnic institutions.

The Trades and Technology Committee may recommend Political Policy or amendments to a Meeting of Members for approval.

The Trades and Technology Committee shall serve as a forum for student concerns at trade and polytechnic institutions.

The Trades and Technology Committee shall consist of:

- ▶ A Delegate of a Member representing students at trade and polytechnic institutions, elected by a Meeting of Members to serve as Committee Chair;
- ▶ All Delegates of Members that represent students at trade and polytechnic institutions.
- ▶ All other Delegates (non-voting); and
- ▶ Executive Director or designate (non-voting).

## National Advocacy Committee

The National Advocacy Committee shall be delegated the authority for organizing and tracking all non-conference advocacy and political engagement by Members

The National Advocacy Committee shall be delegated the responsibility for annually reviewing the national advocacy strategy.

The National Advocacy Committee shall consist of:

- ▶ Director-at-large, Advocacy, as Committee Chair;

- Seven (7) Delegates elected by a Meeting of Members, to be permanent members of the Committee;
- All other Delegates (non-voting); and
- Executive Director or designate (non-voting).

## Governance and Internal Review Committee

The Governance and Internal Review Committee shall be delegated the authority for reviewing and drafting Operating Procedures.

The Governance and Internal Review Committee may recommend Operating Procedures or amendments to a Meeting of Members for approval.

The Governance and Internal Review Committee shall be delegated the authority for reviewing and drafting the Strategic Plan and recommending the Strategic Plan to a Meeting of Members for approval.

The Governance and Internal Review Committee may review and draft By-laws if directed to do so by a Meeting of the Members. Any By-laws or amendments shall be approved by a Meeting of the Members.

The Governance and Internal Review Committee shall be delegated the authority for performing Internal Reviews in accordance with CASA Operating Procedures.

The Governance and Internal Review Committee shall consist of:

- Secretary, as Committee Chair;
- Five (5) Delegates elected by a Meeting of Members, to be permanent members of the Committee;
- All other Delegates (non-voting); and
- Executive Director or designate (non-voting).

## Member Relations Committee

The Member Relations Committee shall be delegated the authority to oversee and improve the membership experience at CASA including working with the Board and Executive Director to:

- Ensure that all CASA conferences meet the needs of Members;
- Commission and review Member feedback surveys;
- Recommend conference improvements;
- Develop communication strategies;
- Develop Member satisfaction metrics;
- Develop internal communication metrics;
- Engage observer schools and potential Members to understand their unique issues and campus needs; and
- Produce transition documents to facilitate changeover of Delegates.

The Member Relations Committee shall consist of:

- Director-at-large, Member Relations, as Committee Chair;
- Five (5) Delegates elected by a Meeting of Members, to be permanent members of the Committee;
- All other Delegates (non-voting); and



- ▶ Executive Director or designate (non-voting).

## Operating Procedure 3:

Alumni Council

**Effective:** March 2017

**Replaces:**

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### Purpose of an Alumni Council

For over two decades, student leaders and young professionals have started their advocacy careers with CASA and the organization has an impressive group of former delegates and staff members.

These former Delegates and staff members are uniquely positioned to understand and advise the organization, its members and its staff.

CASA believes that by building stronger connections with past Delegates CASA will:

- ▶ Enhance the organization's institutional memory;
- ▶ Strengthen CASA's reputation with decision makers;
- ▶ Provide valuable guidance to the organization;
- ▶ Increase the value of membership in CASA.

### Role and responsibilities

- ▶ Advise the Board, Members, and staff;
- ▶ Create networking and mentorship opportunities for current and former CASA Delegates and staff;
- ▶ Maintain connections between alumni;
- ▶ Undertake other projects from time-to-time, as directed by the Board;
- ▶ Alumni Council members are expected to act in the best interests of CASA.

### Committee Membership

The Alumni Council shall exist of:

- ▶ Chair of the Board, who will act as Chair unless another is designated by the Board;
- ▶ Executive Director;
- ▶ Seven (7) members, selected by application by the Board of Directors and who are former CASA Delegates or staff members, who shall serve on rotational terms with three (3) members appointed in Year One for a two-year term and four (4) members in Year Two for a two-year term.

### Appointment

Members of the Alumni Council shall be selected from applications solicited by CASA's Board following the creation of a vacancy on the Council.

Alumni Council members will serve on the Alumni Council for two (2) year terms. No Alumni Council member shall serve for more than four (4) years consecutively.

## Quorum

Quorum for the Alumni Council shall be three (3) alumni members of the committee.

## Council Business

The Council may create sub-committees as appropriate.

The Council must, on an annual basis after formation, create a work plan outlining specific tasks and measurable objectives for the year, and provide a progress report at every meeting of the membership.

Alumni Council shall pursue consensus wherever possible but shall require a simple majority of the committee to vote in favour of any reports in order to submit to the Board.

Voting may be conducted electronically if necessary for the efficient conduct of business.

## Council Formation

To create the inaugural Alumni Council, CASA should elect three (3) departing Delegates to the council at AGM 2017;

These delegates will be responsible for alumni outreach and recruitment to fill the vacant positions on the council;

These three Delegates are to serve one (1) year terms.

## Operating Procedure 4:

Internal Review and Code of Conduct

**Effective:** March 2018

**Replaces:**

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## Policy Statement

CASA believes that Delegates and Members should be able to request the review of decisions or actions taken by the organization, its leadership, or other Members or Delegates while performing their duties at CASA.

CASA encourages individuals to attempt to resolve issues or conflicts by direct communication with the individual or body whose decision or action has contributed to

the issue or conflict, but when that is not reasonable or effective CASA encourages the use of the following Operating Procedure.

## Purpose

In accordance with CASA policy, this Operating procedure shall establish the:  
Formal principles and processes whose purpose shall be to ensure the accountability of individuals and bodies relevant to CASA;  
Internal Review principles and processes of CASA; and  
Code of Conduct principles and processes of CASA which may be further determined in such Code of Conduct.

Individuals participating in an Internal Review or reviewing a Code of Conduct investigation shall have a duty to act fairly, and such duty shall be upheld to provide for the good governance, well-being, and best interest of CASA and its Members.

## Governance and Internal Review Committee

The Governance and Internal Review Committee shall be responsible for carrying out Internal Reviews within the jurisdiction of CASA.

The Governance and Internal Review Committee shall adhere to best practices for administrative tribunals, Canadian law, and the principles of natural justice.

The Governance and Internal Review Committee shall control its own processes for Internal Reviews and may do whatever is necessary and permitted by law to enable it to effectively and completely adjudicate on any matter before it.

The Governance and Internal Review Committee may request additional resources from the Board or Executive Director when such resources are required to effectively and completely adjudicate on any matter.

If a member of the Governance and Internal Review Committee has a Conflict of Interest, which shall specifically include being the subject or a member of a body which is the subject of an Internal Review, then they shall be recused.

## Internal Review Process

Individuals or Delegates either on their own behalf or on the behalf of Members may request an Internal Review by providing written notice to the Governance and Internal Review Committee via the Executive Director or designate.

The Governance and Internal Review Committee shall meet to determine:

- ▶ Jurisdiction;
- ▶ Confidentiality requirements;
- ▶ Process;
- ▶ Standing of individuals;
- ▶ Whether to uphold or overturn a decision; and
- ▶ Recommend action.

The Governance and Internal Review Committee may request any additional information from any individual within CASA, at any time.

The Governance and Internal Review Committee shall issue a decision within a reasonable time.

The Governance and Internal Review Committee shall make its final decision in writing and set out the findings of fact on which it based its decision, and the reasons for the decision.

Any member of the Governance and Internal Review Committee disagreeing in whole or in part with the majority may provide their dissenting opinion in writing and set out the findings of fact on which the dissent is based, and the reasons for dissent.

Decisions shall be provided to relevant individuals or bodies and the Board for information.

Decisions which recommend action shall be provided to the relevant individual or body delegated the authority to carry out such action.

## Code of Conduct

The Code of Conduct and any subsequent amendments shall be approved by a Meeting of the Members.

The Code of Conduct shall be reviewed and agreed to by Delegates as a condition of attendance at any CASA conference or official event.

Violation of the Code of Conduct or failure to agree to abide by the Code of Conduct shall result in consequences as contemplated in the Code of Conduct.

The Code of Conduct shall address human rights standards such as anti-harassment and anti-discrimination, alcohol usage standards, and other expected standards for CASA related business practices.

Hosts of CASA conferences may establish other standards of conduct to which Delegates shall be expected to adhere. These standards shall be brought to Delegates' attention prior to a conference or official event.

The contact information of the Code of Conduct Officers shall be provided to all Delegates at the commencement of a conference or official event.

Code of Conduct Officers shall be responsible for receiving and performing initial investigation of Code of Conduct complaints.

## Board of Directors

In keeping with the Board's mandate and fiduciary responsibility to CASA, the Board shall be responsible for determining if a Code of Conduct violation has taken place.

The Board shall determine the consequences of a Code of Conduct violation if it determines that one has taken place in accordance with the Code of Conduct.

The Board shall adhere to best practices for administrative tribunals, Canadian law, and the principles of natural justice.

The Board shall control its own processes for determining if a Code of Conduct violation has taken place and may do whatever is necessary and permitted by law to enable it to effectively and completely adjudicate on any matter before it.

If a Director has a Conflict of Interest, which shall specifically include being the subject of a Code of Conduct investigation, then they shall be recused.

## Code of Conduct Investigation Review

A Code of Conduct officer may request the Board review the results of a Code of Conduct investigation by providing written notice to the Board via the Chair or the Executive Director or designate.

The Board shall meet to determine:

- ▶ Jurisdiction;
- ▶ Confidentiality requirements;
- ▶ Process;
- ▶ Standing of individuals;
- ▶ Whether a violation has taken place; and
- ▶ Recommend consequences if a violation is determined to have taken place.

The Board may pursue further investigation at any time.

The Board shall issue a decision within a reasonable time.

The Board shall make its final decision in writing and set out the findings of fact on which it based its decision, and the reasons for the decision.

Decisions shall be provided to relevant individuals or bodies for information.

Decisions which recommend consequences shall be provided to the relevant individual or body delegated the authority to enforce such consequences.

## Dismissal and Appeals

An Internal Review or Code of Conduct investigation may be dismissed at any point if found to be frivolous or vexatious in nature, or if there is insufficient evidence upon which to continue.

The decision of a Code of Conduct investigation review may be appealed back to the Board upon the grounds of fairness or new information.

The decision of an Internal Review may be appealed to a Meeting of Members. The grounds for such appeal shall be enumerated upon a request to a Meeting of Members via the Chair or Executive Director or designate.

## Operating Procedure 5:

Meetings of Members

**Effective:** March 2018

**Replaces:** March 2015

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### Paramountcy

Where there arises a conflict between this Operating Procedure and the Act or the By-law, both the Act and the By-law shall prevail.

### Meetings of Members

There shall be a minimum of four regularly scheduled Meetings of Members, one of which shall be designated as an annual general meeting as prescribed in the Act and shall occur no later than sixteen (16) months after the previous annual general meeting.

The Board may call a Meeting of Members in accordance with notice requirements set forth in the Act and the Bylaw.

All powers of the membership as prescribed by the Act and the By-law may be exercised at any Meeting of Members.

Membership shall elect Directors to the Board, Committee Chairs, and permanent Committee members at a Meeting of Members held during the month of May.

Membership shall approve the Board Action Plan, the audited financial statements for the past Fiscal Year and the budget for the next Fiscal Year at a Meeting of Members held during the month of July.

Membership shall be provided the opportunity to engage in direct lobby opportunities with federal government representatives and other groups relevant to post-secondary education at a Meeting of Members held during the month of November or in accordance with the parliamentary schedule.

Membership shall approve amendments to the By-law and draft budgetary recommendations for the next Fiscal Year at a Meeting of Members held in the month of March.

In extraordinary circumstances the schedule of Meetings of Members may be amended at a Meeting of Members.

### Meeting Administration

Meetings of Members shall be governed according to the current edition of *Roberts Rules of Order Newly Revised* in all instances to which those rules are applicable and not inconsistent with this Operating Procedure, the By-law, or the Act.



Agendas shall be prepared by the Board for approval by the Members at the opening of a Meeting of Members.

Members may submit items to the Board for consideration on agendas no later than fifteen (15) days prior to the Meeting of Members.

Agendas and supporting documentation shall be distributed to the Members no later than ten (10) days prior to the Meeting of Members.

## Special Resolutions

The following categories of motions shall require a Special Resolution:

Ratification of an Executive Director;

Ratification of a new Member;

Approval of a budget;

Motion to dissolve the Corporation; and

Any motion requiring a Special Resolution by the Act or By-law

## Operating Procedure 6:

Membership Term and Fees

**Effective:** March 2015

**Replaces:** March 2012, March 2011, June 2010

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### Membership Term

The term of membership in CASA shall be July 1 through June 30.

### Full-Time Equivalent Calculation

A Member's assessed number of full-time equivalent students (assessed FTE) shall be the sum of half of the number of part-time students enrolled at a Member's parent school and the number of full-time students enrolled at the Member's parent school.

This data shall be collected from Statistics Canada's Postsecondary Student Information System.

Should a Member not represent undergraduate, graduate, college, trades, full-time or part-time students, then the appropriate enrollments shall be subtracted from the assessed FTE.

The assessed FTE for a fiscal year shall be the most recent data available from Statistics Canada on the first day of the fiscal year.

### Special Circumstances

Should a Member believe their assessed FTE disagrees with the number of FTEs they represent, they may, in writing, submit to the Executive Director a request for an altered FTE.

The Executive Director shall review all applications for an alteration and shall be permitted to request the following documentation from a Member: a copy of the bylaws or articles of incorporation, the audited financial statements, and a letter from the parent school's registrar or equivalent position calculating the represented FTE.

The Executive Director shall issue notice to each Member of their right to request an alteration every two years.

An alteration shall be assessed as the FTE value for two years and then shall be reviewed.

## Membership Fee Calculation

A full Member's fees for the fiscal year shall be according to the following formula, using a base year of 2012/2013:

Range	Cost per FTE in Range
1 to 6,000	\$3.17
6,001 to 12,000	\$2.91
12,001 to 20,000	\$2.70
20,001 and above	\$2.40

## Membership Fee Structure

Membership fees shall be subject to a maximum of \$51,525 and a minimum of \$5,000 per fiscal year, using a base year of 2012/2013.

The Board may increase the cost per FTE and the maximum and minimum membership fee by the rate of the Canadian Consumer Price Index for the beginning of each fiscal year.

Any proposed increase in the cost per FTE or maximum and minimum membership fee greater than the Canadian Consumer Price Index must be passed by a special resolution.

Any proposed variation greater than by the rate of the Canadian Consumer Price Index to fees must be passed by special resolution and membership must be given 12 months' notice of this change.

## Payment of Membership Fees

The Executive Director shall forward an invoice of the complete fee breakdown, including the financial equation and input figures used in calculating fees to each member. The invoices shall be forwarded to the members at least one (1) month before payment is due.

Members shall pay thirty percent (30%) of their membership fees by the first of July in any calendar year. The remainder shall be paid by the first of October in that calendar year.

In the event that a member cannot pay thirty percent (30%) of their assessed fees by the first (1) of July, the member must notify the Executive Director, and make alternate arrangements for payment. Any such alternate arrangements with the Executive Director must be in writing, and co-signed by the Treasurer, or designate, and a signing officer of the member.

A financial penalty shall be assessed to all members that default on membership dues of a rate of three percent (3%) every fifteen (15) calendar days or portion thereof, compounded. The Executive Director, through the Office Manager will send a detailed invoice of the current formula and current account balance to each Member school in arrears every two (2) weeks.

## Operating Procedure 7:

Political Policies

**Effective:** March 2018

**Replaces:** November 2017, March 2015

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### Formatting Conventions

All Policy Statements shall have consistent formatting and may include the following sections as appropriate:

- ▶ Name;
- ▶ Policy ID;
- ▶ Category;
- ▶ Dates regarding when the Policy Statement was adopted, last reviewed, amended, and repealed;
- ▶ Background regarding the origin of the Policy Statement; and
- ▶ Resolution.

### Policy Lifecycle

A Policy Committee may, at any time, initiate the development or amendment of a Political Policy to be recommended to the membership.

An individual may, at any time, initiate the development or amendment of a Political Policy to be recommended to a Policy Committee.

A Political Policy or amendment shall come into effect after being approved by Ordinary Resolution of the membership.

A Political Statement shall remain in effect for three (3) years after approval by the membership unless otherwise specified in the Ordinary Resolution.

A Policy Paper shall remain in effect indefinitely unless repealed and shall be reviewed within three years of approval.

A Political Policy may be repealed by Ordinary Resolution of the membership.

The Executive Director or designate shall be responsible for maintaining an up-to-date policy manual.

### Interpretation

If a conflict arises between Policy Statements, the Executive Director and Director-at-Large Policy together shall decide which shall prevail for the interim and shall instruct the relevant Policy Committee to reconcile the conflict.

### Policy Statements from Non-Member Organizations

As a statement of principle, CASA welcomes Political Policy or amendment recommendations on topics within CASA's scope from non-member organizations.

Non-members may contact the CASA office and shall be provided with information on how to recommend a Political Policy or amendment. Information shall include:

- ▶ Contact information for the appropriate Policy Committee Chair;
- ▶ Formatting convention guidelines;
- ▶ Relevant Political Policies currently in effect;
- ▶ Dates of Committee meetings and Meeting of Members which may be relevant; and
- ▶ Other information that may be relevant to their recommendation as determined by the Executive Director or designate.

The recommendation shall proceed through the regular Political Policy development process.

At the discretion of the Policy Committee Chair, the non-member may be included and provided the ability to speak to the recommendation at the various stages of development.

## Operating Procedure 8:

Campaign Initiation Process

**Effective:** March 2018

**Replaces:** March 2017

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### Purpose

The following operating procedure is established to guide the creation of membership driven awareness campaigns regarding issues facing post-secondary students.

### Campaign Proposals

Campaign proposals shall be submitted to the Executive Director or designate for consideration by a Meeting of Members.

Campaign proposals shall require a minimum of one-third (33%) of CASA's Members to commit to directly participating in the campaign.

Campaign proposals shall outline the following, as appropriate:

- ▶ Rationale and mission statement;
- ▶ Required resources;
- ▶ Objectives and measures of success; and
- ▶ Timeline or schedule.

Campaign proposals shall require approval by Ordinary Resolution of a Meeting of Members to be initiated.

## Campaign Committee

Upon approval of a campaign proposal by a Meeting of Members, the Board shall establish an ad-hoc campaign Committee for the duration of the campaign.

The campaign Committee shall be delegated the authority to oversee and plan campaigns and shall provide a campaign reports to Meetings of Members.

The campaign Committee shall adhere, where applicable, to the general terms of reference outlined in CASA's Operating Procedures.

The campaign committee shall consist of:

- Director-at-large, Advocacy, as Committee Chair;
- One Delegate from each member who has committed to participation;
- All other Delegates (non-voting); and
- Executive Director or designate (non-voting).

## Operating Procedure 9:

Strategic Planning

**Effective:** March 2018

**Replaces:** March 2017, March 2015, April 2012

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## Drafting

Every three years the Governance and Internal Review Committee shall consult with Members and draft a Strategic Plan for approval by the membership.

At the beginning of each Fiscal Year the Board shall draft a Board Action Plan based on the Meeting of Members approved Strategic Plan.

The Board Action Plan and the Strategic Plan shall be drafted in accordance with applicable best practices.

## Approval

The Board Action Plan and the Strategic Plan shall be approved by a Meeting of Members.



## Implementation

The implementation of the Board Action Plan and the Strategic Plan shall be the responsibility of the Board and the Executive Director.

## Reporting

The Strategic Plan and a Progress Report shall be presented to Members at the first Meeting of the Members of each Fiscal Year.

Progress Reports may be requested by the Members at any point in the year by Ordinary Resolution.

Progress Reports shall be the responsibility of the Board Chair and the Executive Director and provided through both verbal and written communication to Members.

## Operating Procedure 10:

Non-partisanship Policy

**Effective:** March 2015

**Replaces:** March 2014

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## Purpose

CASA is a national voice for Canada's post-secondary students. Independence and impartiality are fundamental to CASA's credibility and respect amongst its many stakeholders.

Not only must CASA be independent, impartial, fair, and honest, but it also must be perceived as such. Therefore, it is essential that CASA and its Directors and officers refrain from engaging in partisan activities in their roles as directors and officers of CASA.

If a Director or officer wishes to be involved in any partisan activities, statements, or messages, such Director or officer must clearly state that such activity, statement, or message is exclusively in a personal capacity and not reflective of any affiliations that the director or officer has.

## Partisan Activity

A partisan activity is any activity that provides direct or indirect support or opposition to any political party at any time, whether during an election period or not, or to a candidate for public office.

Examples of partisan activity include:

- ▶ Seeking to become a candidate in a federal election;
- ▶ Publicly endorsing a federal candidate;
- ▶ Giving money or non-cash gifts to a candidate or political party, either directly or indirectly;
- ▶ Allowing a candidate or political party to use CASA's equipment, facilities, volunteer time, or other resources;
- ▶ Making public statements that support or oppose a candidate or political party;
- ▶ Suggesting that people should vote for a particular candidate or political party, either directly or indirectly;
- ▶ Using CASA's website to post or hyperlink to statements made by a third party that support or oppose a candidate or political party;
- ▶ Posting signs that support or oppose a candidate or political party; and
- ▶ Distributing literature or voter guides that promote or oppose a candidate or political party, directly or indirectly.

## Supporting or Opposing a Policy

CASA may support or oppose a policy that is also supported or opposed by a candidate or political party, but CASA must do so in a non-partisan manner.

When supporting or opposing a policy, CASA and its Directors and officers should focus on the policy itself, and not explicitly connect its views to any candidate or political party

## Dealing with Partisan Activities

Where a Director or officer is found to have engaged in partisan activities, contrary to this policy, the Board shall request that the Director or officer immediately refrain from engaging in such partisan activities.

If a Director or officer does not comply with the Board's request, has previously been found to have engaged in partisan activities while a Director or officer of CASA, or has committed a flagrant and substantial violation of this policy, the Director or officer may be asked to resign or may be subject to removal pursuant to CASA's By-law and operating procedures.

## Operating Procedure 11:

Communications in Official Languages

**Effective:** March 2018

**Replaces:** March 2015, July 2011, March 2011

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### Policy Statement

CASA places great importance on communication in both of Canada's official languages in order to properly represent and engage all Canadian post-secondary students.

### Quality

All Press Releases, Private Documents, Public Documents, or Public Statements released in both official languages shall have a translation quality comparable to other bilingual Canadian organizations.

### Publishing

All Press Releases shall be published in both official languages.

When urgent Press Releases are required, they may be published in one official language before the other.

All Private Documents and Public Documents may be published in both official languages at the discretion of the Board.

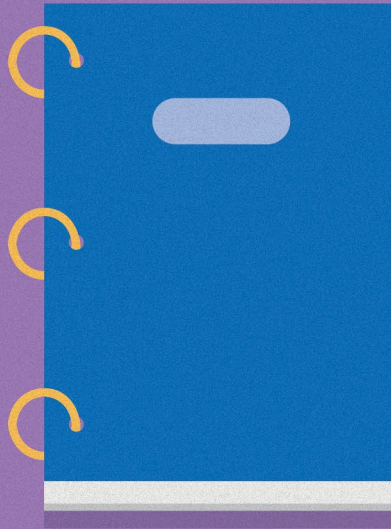
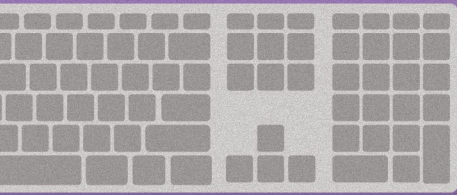
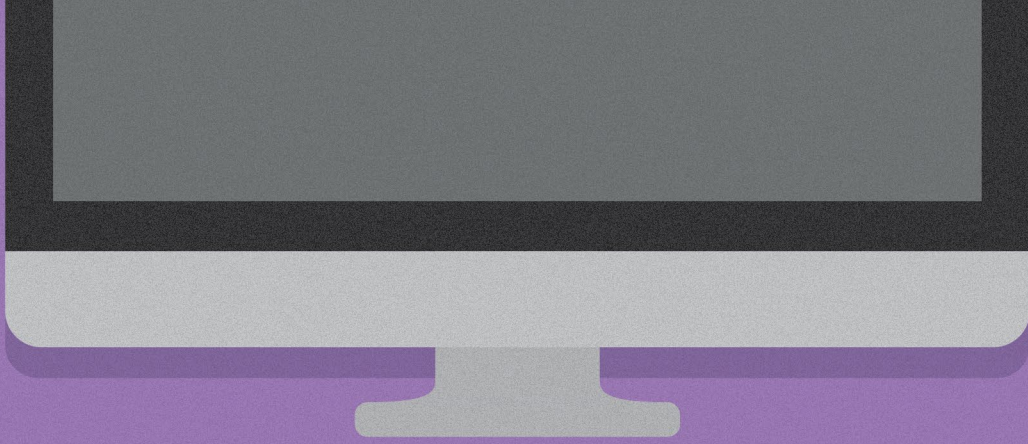
Public Statements may be published in both official languages at the discretion of the Executive Director or designate.

### Meetings

A Member may request that translation services be provided at a Meeting of Members up to fifteen (15) days prior to the start of the Meeting of Members.

Translation services may be provided at a Meeting of Members at the discretion of the Board.





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