

# OVCAA By-laws: Table of Contents

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# **By-Law No. 1**

This by-law concerns the general business and affairs of the Ontario Veterinary College Alumni Association.

## **I. Interpretation**

### **a. Definitions of terms**

In all by-laws of the Association, unless the context requires otherwise:

- Singular pronouns and numbers include the plural, and vice versa
- “The Association” refers to the Ontario Veterinary College Alumni Association
- “The College” refers to the Ontario Veterinary College.
- “The Board” refers to the Association’s Board of Directors
- “Director” means a member of the Association’s Board
- “Officer” means an officer of the Association.
- “Program” means.....

Headings are inserted for the readers’ convenience, and have no bearing on terms, provisions or interpretations of the by-laws.

## **II. Association**

### **a. Head Office**

The Association’s Head Office shall be in Alumni House at The University of Guelph in Guelph, Ontario.

### **b. Emblem**

The Association’s official emblem shall be the Identifier as noted in these by-laws.



**Ontario Veterinary College**  
ALUMNI ASSOCIATION

## **III. Membership**

### **a. Classification**

#### **-Regular Members**

Regular membership includes all:

- Graduates of the College
- Current and former faculty members of the College
- Current undergraduate and graduate students of the College

Membership will be granted automatically. Each Member will be informed of their admission to the Association by the Association President. The Board, by majority vote, may terminate the membership of any Member whose conduct is deemed to be unbecoming to the Association.

#### **-Honorary Members**

By passing a resolution unanimously, the Board may confer Honorary Membership in the Association on any worthy person who is not already a member.

### **b. Voting Privileges**

Each Regular Member in good standing is entitled to one vote on each question arising at any annual or general meeting of the members. Ex-officio and Honorary Members are not entitled to vote or hold office.

## **IV. Meetings: Annual and General**

### **a. Location and Date**

Annual and general meetings of the members take place at the College, or elsewhere in Ontario, as the Board determines. The Association must hold an annual meeting of its members not more than fifteen months after its last preceding annual meeting. Other meetings of the members (general meetings) may be convened by order of the President, the Vice President, or the Board of Directors.

## **b. Notice of Meeting**

The Board need not provide public notice of general meetings. For every general meeting, however, the Board must notify each member, before the meeting date. The notice must state:

- The time and place of the meeting
- The general nature of the business to be transacted.

## **c. Error or Omission of Notice**

If an error or omission occurs in the giving of notice for an annual or general meeting, or an adjourned meeting, the meeting will nevertheless be considered valid, and its proceedings not rendered void as a result of that error.

## **d. Annual Meetings**

For every annual general meeting, the Association must notify members in print or electronically not less than thirty days before the meeting date. At annual meetings, the Board presents:

- A report regarding the affairs of the Association for the previous year
- A financial statement of the Association
- The auditor's report, and
- Other information, relating to the Association's affairs, as the Board determines.

Members appoint Directors to the available positions, and the auditors are appointed at the annual meeting.

## **e. Quorum**

The quorum required for transacting business at any annual meeting of members consists of not less than twenty Regular Members present in person.

## **f. Voting**

In this section on voting, the phrase "Regular Member(s) present" means present in person. At all meetings of members, every question is decided by a majority of the votes of the Regular Members present, unless otherwise required by the Association's by-laws or by law. Votes are taken by a show of hands.

## **g. Adjournment**

Any meetings of the Association may be adjourned, or adjourned temporarily to any future time. No notice of adjournment is required. A meeting may be adjourned even when no quorum is present. Any decisions taken before the adjournment remain valid, unless and until they are revisited at a future date. Any business left outstanding at the time of adjournment is carried over to the next meeting or the resumption of the meeting.

# **V. Board of Directors**

## **a. Composition**

The affairs of the Association are managed by a board of directors (the "Board") consisting of directors. The Board shall be composed of the following:

- One student representing each of the four phase of the Program
- One student representative of the Central Veterinary Students Association
- The President of the Ontario Veterinary College Graduate Students or their designate
- (Number) alumni representatives
- The Associate Dean of Student Affairs or their designate
- The College's Manager of Alumni Affairs (ex officio)
- The Dean of the College (ex officio)

## **b. Qualification of Directors**

Directors must be at least eighteen years of age. They must be Regular Members of the Association at the time of becoming a director and throughout the term of their office.

## **c. Terms of Office**

Each elected director's term of office begins on the date of the annual meeting at which he or she is appointed and continues until the end of the second annual meeting thereafter (approximately two years).

## **d. Re-Election**

Subject to the provisions of this by-law, directors are eligible for reappointment.

## **e. Vacancies**

If a vacancy occurs in the Board and there is a quorum of directors in office, the directors may fill the vacancy from the Association's Regular Members, or the vacancy may be filled at the next annual meeting of members. Any director, appointed to fill such a vacancy, shall hold office for the un-expired term of the director who caused the vacancy.

#### **f. Elected Director's office is vacated**

A person ceases to be an elected director of the Association:

- if the person resigns from office by giving notice in writing to the Association's President
- if the person is found by a court to be mentally incompetent or of unsound mind, or
- if the person has declared bankruptcy
- if the person becomes disqualified or dies
- if the Board passes a special resolution in accordance with subsection V (o).

#### **g. Powers**

The Association's directors may exercise all powers and do all acts that the Association may do, except those expressly required to be done by the Association at a meeting of members.

#### **h. Quorum**

Two-fifths of the directors form a quorum for transacting business at any meeting of the Board.

#### **i. Meetings**

Except as otherwise required by law, the Board may hold its meetings wherever it determines. A meeting of the Board may be called by the President, the Vice President, or any two directors at any time.

#### **j. Notice of Meetings**

Before a Board meeting takes place, notice must be provided to each Director electronically, by phone or by other written correspondence. If an error or omission occurs in the giving of notice for a Board meeting, the meeting will nevertheless be considered valid, and its proceedings not rendered void as a result of that error. The Board may hold meetings without notice under the following conditions:

- Immediately following any annual meeting of the Association.
- At any other time if all the members are present when the meeting is convened, or if those absent have consented to the meeting being held in their absence
- At an hour on a day (or days), in any month (or months) designated by the Board for regular meetings.
- After notifying the directors initially, the Board need send no further notice of these regular meetings.

#### **k. Voting**

At any Board meeting, questions are decided by a majority of votes. A declaration by the chair of the meeting that a resolution has been carried or not carried, and an entry to that effect in the minutes, provides sufficient evidence. The Board does not require proof of the number or proportion of votes recorded in favour of or against any resolution. In the absence of the President, the duties of the chair may be performed by the Vice President or, if he or she is absent or unable to act as chair, by a director whom the Board appoints for the purpose.

#### **l. Conflict of Interest**

Directors must declare any conflict of interest they have regarding any matter that comes before a board meeting. Directors must also refrain from participating in the discussion about such a matter (unless and to the extent the other directors determine by resolution that they may participate) and from voting.

#### **m. Indemnities to Directors, Officers and Others**

Every director or officer of the Association and his or her heirs, executors and administrators, and estate and effects, respectively, shall at all times be indemnified and saved harmless out of the funds of the Association, from and against:

- All costs, charges and expenses whatsoever which he, she or it sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such person, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, her or it, in or about the execution of the duties of his, her or its office; and
- All other costs, charges and expenses he, she or it sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his, her or its own willful neglect or default.

#### **n. Protection of Directors and Officers**

No director or officer of the Association shall be liable for:

- The acts, receipts, neglects or defaults of any other director or officer or employee, or
- Any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board or for or on behalf of the Association, or
- The insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association shall be placed out or invested or for any loss or damage arising from bankruptcy, insolvency or

tortuous act of any person, firm or company with whom or which any moneys, securities or effects shall be lodged or deposited, or

- Any other loss, damage or misfortune whatever which may happen in the execution of the duties of such director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through such director's or officer's own wrongful and willful act or through his or her wrongful and willful neglect or default.

The directors for the time being of the Association shall not be under any duty or responsibility in respect to any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Association, except as shall have been submitted to and authorized or approved by the Board. If any director or officer of the Association shall be employed by or shall perform services for the Association otherwise than as a director or officer or shall be a member of a firm or shareholder, director or officer of a company which is employed by or performs services for the Association, the fact of being a director or officer of the Association shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

#### **o. Removal of Directors**

When both of the following conditions exist, Regular Members of the Association may remove any elected director before the expiry of his or her term of office:

- Notice of meeting has been given to the Regular Membership, specifying the intention to pass a resolution to remove the director, and
- A resolution to remove the director is passed by at least two thirds of the votes cast at the general meeting.

The membership may, by a majority of votes cast at that meeting, elect a replacement director for the remainder of the term.

## **VI. Officers of the Association**

### **a. Appointment of Officers and Terms of Office**

Within one month of every annual meeting, the Board appoints a President from among its members. The Board also appoints the following officers within one month of every annual meeting:

- Vice President
- Past President
- Treasurer

### **b. Delegation of Duties of Officers**

If the directors deem it necessary, they may delegate the powers of an officer to any other officer or director, for a period of time. This would apply, for example, if the President, the Vice President or another officer were absent or unable to act.

### **c. Duties of the President**

The President shall:

- Preside as Chair at all meetings of the Board and the Executive Committee, as well as at the annual and general meetings of members
- Be responsible to the Board for co-ordinating all affairs of the Association
- Ensure that all resolutions of the Board are carried out
- Lead the Board's planning and direction-setting process
- Orient new Board members
- Serve as official spokesperson for the Association on behalf of the Board
- In all matters affecting the Association, act under the authority and at the express direction of the Board or the Executive Committee.

### **d. Duties of the Vice President**

The Vice President shall:

- i) Fulfill the role of the President in his or her absence, and
- ii) Serve as a member of the Executive Committee.

### **e. Duties of the Immediate Past President**

The Immediate Past President shall:

- i) Perform such duties as are designated by the President or the Board
- ii) Serve as a member of the Executive Committee

### **f. Duties of the Treasurer**

The Treasurer shall be responsible for the following duties:

- i) Monitor full and accurate accounts of all receipts and disbursements of the Association
- ii) Deposit all money or other valuable effects in the name of the Association in a bank or financial institution
- iii) Disburse the funds of the Association under the Board's direction,
- iv) Render to the Board, at its regular meetings (or whenever required), an account of all transactions and of the Association's financial position
- v) Prepare the annual budget for the Association, showing expected revenues and expenditures
- vi) On behalf of the Board, serve as liaison with:
  - The auditor, and
  - Alumni Affairs and Development – on financial matters
- vii) Present audited financial statements to the Board for presentation to the membership
- ix) Serve as a member of the Executive Committee. The Treasurer may seek assistance from staff of the College or the University of Guelph to carry out the duties of the office. Should the Treasurer be absent or unable to act, or refuse to act, the Board shall transfer his or her duties and powers to another director.

## **VII. Committees**

### **a. Constitution of Committees**

The Board may from time to time constitute committees to assist the directors in carrying on the affairs of the Association. The Board will prescribe the duties of such committees. These committees report to the Board.

### **b. Appointment of Chairs**

The President will appoint the chair of a committee, which may be a director, following each annual meeting or at the time the committee is created.

### **c. Membership**

Committee chairs appoint members to their respective committees, from among the Association's members, to assist in carrying out the duties of the committee.

## **VIII. Executive Committee**

In this section VIII, the term "Committee" refers to the Executive Committee.

### **a. Composition**

The Executive Committee of the Board is composed of the Officers of the Board.

### **b. Powers**

Between Board meetings, the Committee shall, subject to any restrictions imposed by the Board, exercise the powers of the Board.

### **c. Quorum**

At any meeting of the Committee a quorum consists of three committee members.

### **d. Notice of Meeting**

Executive Committee meetings may be called by:

- The President, or
- Vice President on direction of the President, or
- Written direction of the Vice President and the Treasurer.

Before an Executive Committee meeting takes place, notice must be provided to each member:

A statement by President or of the Vice President that notice has been given pursuant to this By-law will be sufficient evidence that such notice was given. If an error or omission occurs in the giving of notice for an Executive Committee meeting, the meeting will nevertheless be considered valid, and its proceedings not rendered void as a result of that error. In addition, the Committee may hold meetings without notice under the following conditions:

- Immediately following any meeting of the Board
- At any other time if all the members are present when the meeting is convened, or if those absent have consented to the meeting being held in their absence At an hour on a day (or days), in any month (or months) designated by the Committee for regular meetings. After notifying the members initially, the Committee need send no further notice of these regular meetings.

### **e. Voting**

At any meeting of the Committee questions are decided by a majority of votes. A declaration by the chair that a resolution has been carried or not carried, and an entry to that effect in the minutes, provides sufficient evidence.

The Committee does not require proof of the number or proportion of votes recorded in favour of or against any resolution.

## **IX. Financial and Administrative**

### **a. Membership Fees**

No dues or fees are required.

### **b. Financial Year**

Unless otherwise ordered by the Board, the fiscal year of the Association terminates on the thirtieth day of April each year.

### **c. Cheques, etc.**

By passing a resolution, the Board can direct a person or persons to transact the following business:

- Arrange, settle, balance and certify all books and accounts between the Association and Association's bankers
- Receive all paid cheques and vouchers
- Sign the bank's forms or settlement of balances and release or verification slips.

### **d. Deposit of Securities for Safekeeping**

The securities of the Association shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions selected by the Board. From time to time the Board may, by passing a resolution, authorize the withdrawal of any or all securities. This authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit of the proceeds thereof.

### **e. Signing Authority and Execution of Documents**

The Board may authorize any person or persons to sign, on behalf of the Association:

- Deeds
- Transfers
- Licenses
- Contracts
- Engagements.

Alternatively, the above documents must be signed by any two of the following:

- The President
- The Vice President
- The Immediate Past President
- The Treasurer.

## **X. Enactment, Repeal and Amendment of By-laws**

The Board may enact, repeal or amend the Association's by-laws by a majority vote. Such a vote creates a new by-law, which must then be sanctioned by an affirmative vote of a majority of the Regular Members, at a meeting of members called to consider the new by-law. When a by-law is to be considered at an annual or general meeting of members (including a by-law that amends or repeals an existing by-law), the Board must notify each member not less than 30 days before the meeting date. By-law amendments will be made available to members upon request.

## **XI. Repeal of Prior By-Law**

This by-law repeals and replaces the prior By-law in its entirety.