

**The Association of Canadian College and University Teachers of English (ACCUTE)
(the "Corporation")**

A by-law relating generally to the organization and transaction of the affairs of the Corporation

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

**ARTICLE 1
DEFINITIONS AND INTERPRETATION**

1.1 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-law of the Corporation as amended and which are, from time to time, in force and effect;
- (e) "**chair**" means a person elected or appointed to the office of chair in accordance with these by-laws but such office holder, may, with the approval of the board, use the title, chairperson, chairman, chairwoman in substitution for, or in addition to, the title "chair";
- (f) "**director**" means a member of the board;
- (g) "**meeting of members**" includes an annual meeting of members or a special meeting of members;
- (h) "**members**" means only those persons who have become members in accordance with these by-laws and have not ceased to be members;
- (i) "**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (j) "**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;
- (k) "**registered address**" of a member or director means the address of that person as recorded in the register of members or register of directors;

- (l) "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time;
- (m) "**special meeting of members**" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members
- (n) "**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 **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 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

ARTICLE 2 TRANSACTION OF THE AFFAIRS OF THE CORPORATION

2.1 **Executive Office**

The location of the executive office of the Corporation shall be the registered address of the president and will change coinciding with each president's term of office.

2.2 **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 president of the Corporation shall be the custodian of the corporate seal.

2.3 **Financial Year**

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

2.4 **Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the chair, vice-chair, president or vice-president of the Corporation together with the secretary or treasurer or any one director of the Corporation but at least one signatory must be a director of the Corporation. All documents so signed are binding upon the Corporation without any further authorization or formality. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

2.5 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 of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

2.6 Cheques, Etc.

All cheques, bills of exchange or other orders for the payment of money or other evidences of indebtedness issued, accepted or endorsed in the name of the Corporation shall be signed by such director or directors, officer or officers, agent or agents of the Corporation and in such manner as shall be determined, from time to time, by resolution of the board.

2.7 Borrowing Powers

If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the corporation may from time to time:

- i. borrow money on the credit of the corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and
- iii. 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.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

2.8 Books and Records

The board shall ensure that all necessary books and records of the Corporation required by the Act, the by-laws of the Corporation or for any other reason are regularly and properly kept. The minutes of meetings of the board or of committees of the board, and all other documents, books, ledgers, statements, and other records of the Corporation (other than members' lists) shall not be available to the public or to members except as specifically provided for under the Act. Each of the directors shall be provided with a copy of the minutes of meetings of the board and of committees of the board and of such other documents or records of the Corporation as such director may reasonably request. A member who requests a copy of a members' list shall reimburse the Corporation for the reasonable cost incurred in providing a copy of such list.

2.9 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the

members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

2.10 Public Accountant

Unless the Corporation meets the requirements of subsection 182(1) of the Act for a given year and a resolution has been passed by all the members entitled to vote at an annual meeting not to appoint a public accountant, pursuant to subsection 181(1) of the Act, the members shall at each annual meeting appoint a public accountant to prepare the financial documents and reports required by the Act and to hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of the public accountant. The public accountant shall present a report to the members concerning the accounts of the Corporation at the following annual meeting. The remuneration of the public accountant shall be fixed by the board. Any person appointed as the public accountant must meet the requirements of subsection 180(1) of the Act.

ARTICLE 3 MEMBERSHIP

3.1 Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available to individuals who teach, research or are otherwise interested in English studies, are interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

3.2 Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

3.3 Membership Dues

The board may, when it is deemed advisable, fix by resolution the amount of membership fees or dues payable by the members of the Corporation.

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

3.4 Termination of Membership

A membership in the Corporation is terminated when:

- (1) the member dies or resigns;
- (2) the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- (3) the member's term of membership expires; or
- (4) the Corporation is liquidated and dissolved under the Act.

3.5 Effect of Termination of Membership

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

3.6 Removal

The board may, by resolution, suspend for a specific period or expel indefinitely, any member who contravenes any provision of the Corporation's by-laws, or whose behaviour or activities are judged harmful or detrimental to the reputation of the Corporation. In addition, and for greater certainty, in the event the board has fixed membership fees or dues payable by the members, the board may, on such conditions as they may determine by resolution, expel any member or refuse to renew the membership of any member who has not paid annual dues within a reasonable period of time after such dues have become payable. The decision of the board on such question is final and without appeal, and the board is authorized to adopt and follow in such matters, the procedure it may from time to time determine. Any member may resign as member by giving a written notice to such effect to the board of directors of the Corporation.

3.7 Register of Members

The Office Coordinator shall keep a register of the names and addresses of all members.

ARTICLE 4 MEETINGS OF MEMBERS

4.1 Annual Meeting

The annual meeting of the members shall, subject to the provisions of the Act, be held at such time and on such day in each year as the board or the chair may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing directors, appointing public accountants and fixing or authorizing the board to fix their remuneration, and for the transaction of such other matters as may properly be brought before the meeting.

4.2 Special Meetings

The board, the chair, or any two directors shall have the power to call a special meeting of members at any time. Subject to the rules in subsection 167(1) of the Act, a group of members

entitled to, in aggregate, a minimum of five percent of the votes exercisable at a meeting of members, shall be entitled to call a special meeting of members at any time.

4.3 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 determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

4.4 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:

- (1) 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
- (2) 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.

In accordance with subsection 162(10) of the Act, notice of a special meeting of members shall state the general nature of the matters to be considered at such meeting in such a manner as to enable the recipients thereof to form a reasoned judgment concerning the matters to be considered at such meeting and state the text of any special resolution to be submitted to the meeting. Pursuant to subsection 162(3) of the Act, the public accountants and directors of the Corporation are entitled to receive all notices and other communications relating to any meeting of members that any member is entitled to receive by mail, courier or personal delivery during a period of 21 to 60 days before the day on which the meeting is to be held. No public notice nor advertisement of members' meetings, whether annual, general, or special, shall be required.

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

4.5 Meetings Without Notice

A meeting of members may be held at any time and place without notice if all the members entitled to vote thereat are present in person or waive notice of, or otherwise consent in writing to such meeting being held (in accordance with section 274 of the Act), and at such meeting any matters may be considered which the Corporation at a meeting of members may transact.

4.6 Absentee Voting at Members' Meetings

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.

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

4.7 Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

4.8 Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

4.9 Chair and Office Coordinator

The chair shall be chair of any meeting of members. If the Office Coordinator of the Corporation is absent, the chair shall appoint some person, who need not be a member, to act as secretary of the meeting.

4.10 Persons Entitled to be Present at Members' Meetings

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.

4.11 Chair of Members' Meetings

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.12 Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be not less than 5% of the members. 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.

4.13 Right to Vote

Subject to the Act, at any meeting of the members every person shall be entitled to vote who is at the time of the meeting entered in the books of the Corporation as a member.

4.14 Votes to Govern at Members' Meetings

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.

4.15 Casting Vote

In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

4.16 Show of Hands

Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of the voted records in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

4.17 Ballots

On any question proposed for consideration at a meeting of members and whether or not a show of hands has been taken thereon, the chair of the meeting may require or any member may demand a ballot thereon. A ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. Upon a ballot each member present in person and entitled to vote shall have one vote and the result of the ballot shall be the decision of the members upon said question.

4.18 Participation by Electronic Means at Members' Meetings

If the board chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, 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 of members 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.

4.19 Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting of members 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 under the Act, entirely by means of a telephonic,

an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

4.20 Adjournment

The chair at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, and notwithstanding that no quorum is present, adjourn the meeting from time to time and from place to place.

ARTICLE 5 DIRECTORS

5.1 Number of Directors and Quorum

The affairs of the Corporation shall be managed by its board 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, of whom not less than one-third of such number or three directors, whichever is greater, shall constitute a quorum.

5.2 Qualification

Only members of the Corporation shall be eligible to serve as directors. No person shall be qualified as a director unless such person is an individual, is mentally competent, is eighteen or more years of age, has the capacity under law to contract, does not have the status of a bankrupt, and is not an ineligible individual within the meaning of the *Income Tax Act* (Canada).

5.3 Appointment and Election of Directors

The board of directors of the Corporation shall consist of the following:

- (a) up to four (4) directors who shall serve as *ex-officio* directors of the Corporation as follows:
 - (i) the Editor (or Co-Editors, as the case may be) of *ESC: English Studies in Canada*, or any successor journal;
 - (ii) the Chair of the Canadian Association of Chairs of English (CACE), or any successor organization; and
 - (iii) the past-President or President-elect of the Corporation;
- (b) one director appointed by the Contract Academic Faculty (CAF) Caucus;
- (c) one director appointed by the Graduate Student Caucus;
- (d) one director appointed by the Creative Writing Collective (CWC) Caucus;
- (e) up to five directors who are elected by the members of the Corporation at each annual meeting of members by resolution or by show of hands of the voting members.

5.4 Term of Office

- (a) Each *ex-officio* director shall hold office until the person ceases to hold the position described in section 5.3(a).
- (b) Each director appointed by the Contract Academic Faculty (CAF) Caucus pursuant to section 5.3(b) shall hold office for a term of two (2) years calculated from the date of the meeting at which the director is appointed until the second annual meeting next following or until the director's successor is elected.
- (c) Each director appointed by the Graduate Student Caucus pursuant to section 5.3(c) shall hold office for a term of one (1) year calculated from the date of the meeting at which the director is appointed until the annual meeting next following or until the director's successor is elected.
- (d) Each director appointed by the Creative Writing Collective (CWC) pursuant to section 5.3(d) shall hold office for a term of two (2) years calculated from the date of the meeting at which the director is appointed until the second annual meeting next following or until the director's successor is elected.
- (e) Directors elected pursuant to section 5.3(d) shall hold office for terms of two (2) years each calculated from the date of the meeting at which each director is elected until the second annual meeting next following or until the director's successor is elected.

5.5 Retirement

Every director shall retire from office at the close of the annual meeting of members in the year in which his or her term expires; but if no successor is elected and the result is that the number of directors would fall below three, the person previously elected as director continues to hold office if his or her term is extended until such time as successor directors are elected or appointed.

5.6 Re-election

Retiring directors shall be eligible for re-election.

5.7 Vacation of Office

The office of a director shall be vacated upon the occurrence of any of the following events:

- (a) if, by notice in writing to the secretary of the Corporation or to the address of the Corporation such director resigns such director's office;
- (b) upon death;
- (c) if an order is made declaring such director to be a mentally incompetent person or incapable of managing such director's affairs;
- (d) if such director becomes bankrupt or suspends payment or compounds with such director's creditors or if a receiving order is made against such director or if such director makes an assignment under the *Bankruptcy and Insolvency Act* (Canada) or any similar legislation;

- (e) upon being removed as provided for in these by-laws; or
- (f) upon expiration of his or her term of office.

5.8 Removal of Directors

Pursuant to subsection 130(1) of the Act the members may, by ordinary resolution at a special meeting of members called for that purpose, remove any director before the expiration of such director's term of office and may, by ordinary resolution, elect any person in such director's stead for the remainder of such director's term.

5.9 Vacancies

Vacancies on the board may be filled for the remainder of the directors' term of office either by the members at a special meeting of members called for the purpose or, providing that the remaining directors constitute a quorum, by the board.

5.10 Remuneration and Expenses

Directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his or her position as a director. A director may be reimbursed for reasonable expenses incurred in performing his or her duties.

5.11 Borrowing

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.

Notwithstanding the above, no debenture shall be issued by the Corporation without first being authorized by by-law duly passed by a board resolution and sanctioned by at least two-thirds of the votes cast at a special meeting of members duly called for considering the by-law.

5.12 Interest of Directors in Contracts

Subject to the provisions in paragraph 5.13 hereof and of any applicable general or special law, no director shall be disqualified by virtue of holding office as a director from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any director or in which any director is in any way interested be liable to be avoided nor, subject to the provisions of the Act, shall any director so contracting or being so interested be liable to account to the Corporation or any of its members for any profit realized by any such contract or arrangement by reason of such director holding that office or the fiduciary relationship thereby established.

5.13 Declaration of Interest

It shall be the duty of every director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed

arrangement with the Corporation, to declare such interest to the extent, in the manner and at the time required by the Act and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement if and when prohibited by the Act.

5.14 Validity of Prior Acts

A rule made by the Corporation in a meeting of members does not invalidate a prior act of the board that would have been valid if that rule had not been made.

ARTICLE 6 MEETINGS OF THE BOARD

6.1 Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one director, that director may call and constitute a meeting.

6.2 Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 14 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.3 First Meeting of New Board

Provided a quorum of directors is present, each newly elected board may, without notice, hold its first meeting immediately following the meeting of members at which such board is elected.

6.4 Regular Meetings of the Board of Directors

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.

6.5 Place of Meeting

Meetings of the board shall be held at such place in Canada as the board may determine, or, if the board so determines and all absent directors consent, at some place outside Canada.

6.6 Chair and Office Coordinator

The chair or, in the absence of the chair, the vice-chair, shall chair any meeting of directors; and, if no such officer is present, the directors present shall choose one of their number to chair such meeting. The Office Coordinator of the Corporation shall attend all meetings of the board in order to prepare the minutes thereof. In the absence of the Office Coordinator, the directors present shall choose one of their number to act as secretary of the meeting.

6.7 Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.8 Decisions at Director Meetings

At all meetings of the board, every director personally present shall be entitled to one vote and every question shall be decided by a majority of the votes cast on the question; and, in case of an equality of votes, the chair of the meeting shall be entitled to a second or casting vote. All votes taken at any meeting of the board shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

6.9 Quorum

Quorum for meetings of the board shall be not less than a simple majority of the directors in office at the time when the meeting convenes or two directors, whichever is greater.

6.10 Meetings By Telephone

Where all the directors have consented thereto, any director may participate in a meeting of the board by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A director participating in a meeting pursuant to this paragraph shall be deemed to be present in person at that meeting.

6.11 Meetings By Other Electronic Means

In accordance with subsection 136(7) of the Act, where all the directors have consented thereto, any directors may participate in a meeting of directors or of a committee of directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director participating in a meeting pursuant to this paragraph shall be deemed to be present in person at that meeting.

ARTICLE 7 COMMITTEES

7.1 Committees of the Board of Directors

The board may from time to time appoint 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. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

7.2 Meetings of Committees

Meetings of committees shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the committee. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. A majority of members of such committee shall constitute a quorum.

ARTICLE 8 OFFICERS

8.1 Appointment of Officers

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.

8.2 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 shall be a director, and may also hold the office of president. The chair of the board shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.
- (b) Vice-Chair of the Board – The vice-chair of the board, if one is to be appointed, shall be a director and may also hold the office of vice-president. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other powers and duties as the board may specify.
- (c) President – If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.

- (d) Vice-President – If appointed, during the absence or disability of the president, the president's duties shall be performed and the president's powers shall be exercised by the vice-president. The vice-president shall have such other powers and duties as the board may specify.
- (e) Office Coordinator – If appointed, the Office Coordinator shall attend and be the secretary of all meetings of the board, members and committees of the board. The Office Coordinator shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Office Coordinator shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the Office Coordinator shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- (f) Treasurer – If appointed, the treasurer shall have such powers and duties as the board may specify.

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 or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

8.3 Variation of Duties

From time to time the board may vary, add to or limit the powers and duties of any officer.

8.4 Agents and Attorneys

Subject to the provisions of the Act and the by-laws of the Corporation, the board shall have power to appoint, from time to time, agents or attorneys for the Corporation in or out of Canada with such powers of management or otherwise and such duties as the board considers necessary or desirable in order to further the objects of the Corporation.

8.5 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.

ARTICLE 9
ESC: ENGLISH STUDIES IN CANADA

9.1 English Studies in Canada

ESC: English Studies in Canada is a quarterly journal of the Corporation. It publishes original scholarly and theoretical essays, review essays, book reviews, and short polemical pieces on issues of interest to the discipline of English studies.

9.2 Appointment and Termination of Editor

The directors may appoint, terminate, or re-appoint any member to serve as the Editor of *ESC: English Studies in Canada* from time to time.

ARTICLE 10
NOTICES

10.1 Method of Giving Notice

Any notice (which term includes any communication or document) other than a notice of a meeting of members or a meeting of the board to be given, sent, delivered or served pursuant to the Act, the articles, the by-laws of the Corporation or otherwise to a member, director, officer or public accountant of the Corporation shall be sufficiently given if delivered to such person's last address as recorded in the books of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 or 134 of the Act or if mailed by prepaid mail addressed to such person at such person's last address as recorded in the books of the Corporation or if sent to such person at such person's said address by any means of transmitted or recorded communication or if sent to such person by fax transmission, if such person has provided the Corporation with a fax number or if sent to such person by email if such person has provided the Corporation with an email address. The secretary may change the address, fax number and email address on the Corporation's books of any member, director, officer or public accountant in accordance with any information believed by the secretary to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch; and, a notice sent by fax transmission or email shall be deemed to be given at the date and time it is sent.

10.2 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

10.3 Omissions and Errors

The accidental omission to give any notice to any member, director, officer or public accountant of the Corporation or the non-receipt of any notice by any member, director, officer or public accountant or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

10.4 Waiver of Notice

Any member, director, officer or public accountant may waive any notice required to be given to such member under any provision of the Act or the articles or the by-laws of the Corporation, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

ARTICLE 11 PROTECTION OF DIRECTORS AND OFFICES

11.1 Limitation of Liability

Except as otherwise provided in the Act, no individual referred to in section 11.2 herein will be liable for any loss, cost, damage, expense or other misfortune incurred or suffered by the Corporation, unless it results through his or her failure, when exercising the powers and discharging the duties of his or her office, to act honestly and in good faith with a view to the best interests of the Corporation, or to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

11.2 Indemnity

- (a) Subject to the Act, the Corporation will indemnify a director or officer of the Corporation, a former director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a director or officer, or an individual acting in a similar capacity, of another entity, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal, administrative, investigative or other proceeding in which he or she is involved because of his or her association with the Corporation or other entity if:
 - (i) he or she 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 he or she acted as a director or officer or in a similar capacity at the Corporation's request; and
 - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.
- (b) The right to indemnity provided in this section 11.2 will include the right to the advance of moneys from the Corporation for the costs, charges and expenses of a proceeding referred to in section (a) above, which moneys must be repaid if the individual to whom they were advanced has not fulfilled the conditions set out in section (a)(i), and, if the proceeding was of the nature described in section (a)(ii), the conditions set out in section (a)(ii). The Corporation will also indemnify the persons listed in section (a) above in any other circumstances that the Act permits or requires. Nothing in this by-law will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

**ARTICLE 12
MISCELLANEOUS**

12.1 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.

12.2 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-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

12.3 Rules and Regulations

The board may prescribe such rules and regulations not inconsistent with the by-laws of the Corporation relating to the management and operation of the Corporation as it deems expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members where they shall be confirmed which they shall cease to have any force and effect.

12.4 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

12.5 Dispute Resolution Mechanism

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

- (i) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (ii) The number of mediators may be reduced from three to one or two upon agreement of the parties.

- (iii) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

12.6 Equity Statement

ACCUTE is firmly committed to inclusion, diversity, and equity at all levels of the Corporation. ACCUTE believes its work is enhanced when performed by a diverse membership with different backgrounds, skills, opinions and perspectives, therefore cultivating an environment of accessibility, open communication, inclusion, and respect. The ACCUTE Equity Statement can be found in Appendix A to these by-laws.

ARTICLE 13 BY-LAWS

13.1 By-laws and Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

APPENDIX A

ACCUTE EQUITY STATEMENT

Understanding Equity

We welcome you to this statement of ACCUTE’s vision and understanding of Equity. We hope this document will clarify our understanding and commitment to relationality and social justice both to ourselves and to the wider communities with which we are associated and engaged. We have taken instruction from the model developed by the Edmonton Community Foundation, who define equity as: “an approach whereby all people – including those who bear the burden of historic and contemporary forms of marginalization, whether intentional or unintentional – have equal access to opportunities to define and achieve goals. Equity is more than an outcome; it is an on-going process that seeks to correct systemic barriers and create a more just and fair society for all. [...] Equity acknowledges unequal starting places and addresses unequal needs, conditions, and positions of people and communities that are created by institutional and structural barriers.”

Why is an equity statement important?

As a large network of scholars and students at all stages of an academic career in English Studies, ACCUTE includes many groups who experience oppression and marginalization by societal structures, and who often experience a history of social and financial disadvantages as a result of systems of oppression including (but not limited to) racism, sexism, colonialism, heterosexism, and ableism. The students and teachers of English that comprise ACCUTE bear essential knowledge and are full of creativity, vibrancy, and resiliency. At the same time, many of their insights, knowledge, and practices are not fully realized because of inequality. Solving these problems requires shifting the status quo and creating a better future for all of our constituents.

The Board of Directors for a professional academic association must strive to be strategic and responsive to the changing needs of all its members. ACCUTE recognizes that associations have access to forms of power, such as capital, networks, and influence. As such, it is important for us to be explicit in our commitment to equity, representation and dialogue. We hope this statement will:

- be a tool for change;
- inspire conversations about equity;
- keep our organization accountable; and
- invite others to consider their own equity processes.

While ACCUTE has a track record of addressing inequality, we also recognize there is more to do both within our institution, within our discipline, and within the wider academy where calls for decolonization have been urgent. We are a learning organization and this is a living document. We invite you to share your thoughts, feedback, concerns, and questions about our journey to equity, and your own. Please send any comments to info.accute@gmail.com.

STATEMENT:

This Equity Statement is meant to reflect the collective values and vision of all members of the Association of Canadian College and University Teachers of English, recognizing that the Board of Directors has a special responsibility within that community to ensure that the values and ideals of this statement are upheld, advanced, and communicated clearly to all members.

ACCUTE will be responsive to the changing needs of students and teachers of English and to the many people and socio-cultural communities that define the vibrancy and resiliency of our discipline. We acknowledge that systemic barriers to equity exist. As Equity has no terminal point,

it can only be achieved insofar as it is actively pursued as an ongoing goal and ongoing process.

ACCUTE will strive to support and create an inclusive and equitable community.

ACCUTE will strive to remove the barriers that limit equitable access to participation for members of historically underrepresented groups.

ACCUTE will value diversity and inclusion and commit to helping achieve equity.

ACCUTE will recognize that prioritizing some groups is a necessary step in equity.

ACCUTE will recognize that such prioritizing might create discomfort, but acknowledges and accepts that change is rarely comfortable.

ACCUTE will continue to review policies and processes (formal and informal) through an equity lens and will review processes to identify unconscious bias.

ACCUTE will continue to honour and ensure engagement with and between diverse people and communities. We seek to establish and recognize shared goals, while engaging diverse voices to ensure that all communities within ACCUTE see themselves reflected in the work of the association.

We see committing to making meaningful space for diverse communities as a key way we can help achieve equity. We want to ensure that people can thrive and reach their full potential by amplifying community voice and opportunity.

The ACCUTE Board shall regularly report back and communicate the successes and challenges in our equity journey.

ACTIONS:

Action 1: ACCUTE will continue to make space available in our events and publications for a wide range of community purposes, to be able to respond to needs as they emerge. We will consider how we can best address systemic barriers.

Action 2: ACCUTE will provide or promote equity-training opportunities for association members through such venues as workshops, webinars, panels, and resources. We will seek ways to remove barriers and provide additional supports to communities that will benefit from experience with professionalization processes in English literary studies. We will commit resources to supporting equity and accessibility as a process and outcome.

Action 3: ACCUTE will prioritize panel and publication submissions from historically underrepresented communities and will determine whether to take additional action to reach these communities or prioritize these proposals. We will encourage people of all backgrounds to submit panel proposals and apply for other opportunities at all levels in our work and operations.

Action 4: ACCUTE will actively recruit so that our board, staff, and volunteers are broadly reflective of the community, and will strive to engage similarly diverse participants in our conference events and publications. Working with equity-deserving communities, we will together consider whether to establish new programs or support new professional opportunities that situate the decision-making power within those communities. We will review and adapt our communication processes to ensure equitable and accessible promotion of our programs, opportunities, and events and to engage diverse voices in telling our shared stories.

Action 5: The ACCUTE Board of Directors will seek community feedback on the equity statement and release a yearly report on our progress prior to our Annual General Meeting towards increasing equity. ACCUTE, as a whole, will review this statement annually.

Acknowledgement: This statement has been developed from the Equity Statement of the Edmonton Community Foundation with their consent. Access the Edmonton Community Foundation statement [here](#).