

By-Laws of the Canadian Association for Graduate Studies

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1. Status, Name and Location

A non-profit organization, incorporated under Part II of the *Canada Corporations Act*, (hereinafter referred to as the *Act*) the name of the Association shall be the Canadian Association for Graduate Studies / Association canadienne pour les études supérieures, hereinafter referred to as “the Association” or “CAGS”. The Association shall maintain a national office in the City of Ottawa in the Province of Ontario.

2. Official Languages

The official languages of the Association shall be English and French. All official documents shall be published in both languages. The Association encourages the use of both languages in its activities.

3. Definitions

Board of Directors: the Board of Directors is synonymous with Board.

Director: Director, member of the Board of Directors, and member of the Board are synonymous.

Federal research-granting agencies: federal research-granting agencies and granting agencies are synonymous.

Meetings: members’ meetings and general meetings are synonymous.

4. Officers of Graduate Studies

The principal officer of graduate studies for each member institution is normally a Dean, Director, Vice-President or Vice-Rector. For the purposes of this document, “Dean of Graduate Studies” will refer to that officer. In accordance with local practice, this person may be assisted by an Associate, Assistant or Vice-Dean. Periodically, an Acting Dean or Acting Associate / Assistant Vice-Dean may be appointed. Any such officer may function as the representative of their institution at the Association. Those persons appointed as Acting Dean or Acting Associate Dean will be understood to function as Dean or Associate Dean insofar as the activities of the Association are concerned.

5. Mission

To promote excellence in graduate education in Canada, and to provide leadership for the development, administration and delivery of graduate programs.

6. Corporate Seal

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Association.

7. Membership

7.1. Categories of Membership

Membership in the Association shall be by institution or organization/association. There shall be five (5) categories of members in the Association, as follows:

7.1.1 . Institutional Membership

Institutional membership in the Association is open to Canadian universities which have a formal structure and procedures for the administration of graduate degree programs, and which are members in good standing of the Association of Universities and Colleges of Canada (AUCC). Only one membership is allowed per institution, and this membership rests with the official graduate school of the university. Institutional representatives are Deans and the Associate/Assistant/Vice-Deans or equivalents.

Applicants must submit a copy of the current graduate calendar and current enrolment statistics, by program, as well as a letter of application. The letter of application should be submitted by the President or Chief Executive Officer of the institution and should include:

- description of the criteria used in determining faculty participation in graduate programs as supervisors and instructors;
- how graduate education fits with the mission of the institution;
- a statement indicating agreement with the objectives of CAGS and with any policy statement or policies as published in the Operations and Policy Manual;
- a description of the structure of the graduate school and the person(s) responsible for the administration (and who would be the institutional representatives)

7.1.2. Graduate Student Association Membership

Graduate Student Association membership is open to graduate student associations which are national in scope, are themselves comprised of associations that are institution-wide associations of students and which have primary objectives that are consistent with those of CAGS.

Applicants for Graduate Student Association membership must submit a copy of their By-Laws, a list of officers and statistical information concerning their membership.

There will be one seat on the Board for a graduate student.

7.1.3. Corresponding Membership

Corresponding membership is open to related national or international organizations (e.g. CGS, UK Council for Graduate Education), and to any institution in Canada which may be planning to offer graduate work in the next 5 years and wishes to be kept informed of CAGS activities and to participate in the conferences and other activities of the Association.

The letter of application must be submitted by the Chief Executive Officer of the organization and should include a statement of what benefits would result from becoming a Corresponding member, and, as appropriate, a copy of the By-Laws of the organization, description of its membership, activities and other information relevant to graduate studies.

The Corresponding members shall be eligible to be elected to the Board as Directors.

7.1.4. Federal Research-Granting Agency Membership

This category of membership is open to the federal research-granting agencies (e.g. CIHR, NSERC, SSHRC).

The letter of application must be submitted by the Chief Executive Officer of the Agency.

The federal research-granting agencies shall have one member to serve on the Board.

7.1.5. Sustaining Membership

This category of membership is open to nonprofit and for-profit organizations which provide services to graduate studies and research and which support the purpose of the Association.

The letter of application must be submitted by a senior Officer of the organization and should include a description of the services it provides to graduate studies and research and any other relevant information to the application.

Sustaining members are not eligible to serve on the Board.

7.2. Application for Membership

All applications for membership to CAGS are reviewed by the Board and a recommendation is presented by the Board for vote at the Annual General Meeting (AGM).

7.3. Directory, Mailings and Listservs

Member organizations in all categories shall be listed in the CAGS Membership Directory together with the names of their representatives. These representatives will receive all mailings and may participate in the CAGS-L and CAGSA-L discussion groups in accordance with the current policy governing mailing, CAGS-L and CAGSA-L

7.4. Withdrawal

Any member may withdraw from the Association by delivering to the Association a written resignation.

7.5. Regional Associations

When regional associations or groups for graduate studies are formed, comprising in whole or in part of CAGS members, CAGS will maintain appropriate relations with such regional entities for the purpose of conducting the affairs of the Association.

8. Members' Meetings

8.1. Annual General Meeting

8.1.1. Calling

The Association shall hold an Annual General Meeting in each calendar year at such time and place as the Board shall determine. Normally the AGM will be held during the Annual Conference.

8.1.2. Business

At such AGM the business shall include the following:

- i. the report of the President
- ii. the report of the Secretary Treasurer and the report of the auditor
- iii. the appointment of the auditor
- iv. the report of the Executive Director
- v. the report of the Nominating Committee and the election of Directors and Officers

vi. the transaction of other matters as may from time to time be submitted by the Board.

8.2. Special General Meetings

The Board shall have power to call, at any time, a special general meeting and determine its place. The Board shall call a special general meeting on written requisition of ten (10) voting members.

8.3. Rules of Procedure at Members' Meetings

8.3.1. Notice of Meetings

Fourteen (14) days' written notice shall be given to each member of a general meeting. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

8.3.2. Chair

The chair of any meeting of members shall be the President or, if the President is not present, the Vice-President.

8.3.3. Quorum

Thirty (30) voting members present in person at a general meeting will constitute a quorum.

8.3.4. Matters

Reports, proposals and motions to be submitted for action by the Association at a general meeting must be filed with the Board at least one month before the members' meeting. Such matters will be considered by the Board, and if deemed appropriate, will be presented for general discussion and for a vote by the Association. It may also be deferred for further discussion and action prior to or at the next AGM.

8.3.5. Voting

Institutional members, Graduate Student Association members, Corresponding members and Federal Research-Granting Agency members shall each have one vote.

For Institutional members, the one institutional vote is vested in the Dean or his/her designate (usually the Associate/Assistant/Vice-Dean).

For Graduate Student Association members the vote will be cast by a designated Officer of each graduate student association.

8.3.6. Decision on Questions

A majority of the votes cast by the voting members present shall determine

the questions in general meetings unless the *Act* or these By-Laws otherwise provide.

8.3.7. Election of Directors and Officers

The election of Directors and Officers of the Association shall be conducted at the AGM. The Chair of the Nominating Committee shall present the list of nominees and call for additional nominations from the floor or a motion that nominations be closed. If an election for a position is required, it must be conducted by e-mail and completed within thirty (30) days, and the results shall be communicated to the members within forty-five (45) days.

9. Board of Directors

9.1. Composition

The Board shall consist of twelve (12) members:

the four (4) Officers of the Association (President, Past-President, Vice-President, and Secretary /Treasurer);

four (4) Directors from among the Institutional members, one (1) from each geographical region (Western Canada, Ontario, Quebec and Atlantic Canada);

one (1) Director who is a Senior Administrator without academic appointment at a member institution

one (1) Director from among the Graduate Student Association members

one (1) Director from among the Federal Research-Granting Agency members

and the Executive Director who serves *ex officio* on the Board without vote.

9.2. Eligibility

Deans, Associate/Assistant/Vice-Deans, Senior Administrators without academic appointment are eligible for election as a Director. The Graduate Student Association member must be registered as a graduate student.

9.3. Election

The Directors shall be elected by the members of the Association at the AGM. (See 8.3.7.) The Directors shall be elected as individuals and not as institutional representatives.

9.4. Term

The Institutional members, the Senior Administrator member, the Graduate

Student Association member and the Federal Research-Granting Agency member shall serve for a two-year (2) term. It is expected that the student associations will rotate this member on the Board. No one student association may have its member serve on the Board for more than two (2) consecutive years. The term of office of Directors shall normally commence on the first day of January following the election. The term of office for the Officers is defined in Sub-Section 10.3

9.5. Vacancies

Any individual who ceases to be a Dean, Associate/Assistant/Vice-Dean or a Senior Administrator is ineligible to continue as a Director of the Association beyond the next AGM. His or her successor as Dean does not succeed to the Director position. If a Director is unable or ineligible to complete a term of office, the Board may appoint a replacement for the remainder of the calendar year.

9.6. Removal

Directors shall be subject to removal by resolution at the AGM or at any special general meeting.

9.7. Duties

The policy and general management of the Association shall be directed by the Board, except as provided in the *Act* and otherwise in these By-Laws. Without restricting the generality of the foregoing, the Board shall:

administer the funds of the Association and authorize expenditures;
employ staff and establish such offices as necessary;

take initiatives and act for the Association for all matters, including drafting policy and public statements;

be responsible for organizing the program of the Annual Conference;

and be responsible for preparing the agenda for the AGM and other members' meetings.

9.8. Rules of Procedure at Board Meetings

9.8.1. Calling

The Board shall meet at least once between the AGMs at the time and place determined by the President. Additional meetings shall be at the discretion of the President.

9.8.2. Notice

Notice of the time and place of a meeting of the Board shall be given to each Director not less than fourteen (14) days before the meeting.

9.8.3. Chair

The Chair of any meeting of Board shall be the President or, if the President is not present, the Vice-President.

9.8.4. Quorum

Six (6) Directors shall constitute a quorum at any meeting of the Board.

9.8.5. Voting

All the Directors have a vote at the Board meetings, with the exception of the Executive Director.

9.8.6. Decision on Questions

A majority of votes cast by the voting members present shall determine the questions.

9.8.7. Absentee

If a Director cannot participate in a meeting, he or she may not be represented by a substitute.

10. Officers

The Officers of the Association shall be a President, Past-President, Vice-President and Secretary/Treasurer.

10.1. Eligibility

The President, Past-President and Vice-President shall be Deans of Graduate Studies, as defined under Section 4; Deans, Associate/Assistant/Vice-Deans shall be eligible for the office of Secretary/Treasurer.

10.2. Election

The Officers shall be elected by the members of the Association at the AGM. (See 8.3.7) The Officers shall be elected as individuals and not as institutional representatives.

10.3. Term

The term of office shall be one (1) year in the case of the President, the Past-President, and the Vice-President and two (2) years, renewable for one (1) additional year, in the case of the Secretary/Treasurer. The Vice-President normally succeeds to the Presidency and the President

becomes Past-President. The term of office for all Officers shall commence on the first day of January following their election.

10.4. Vacancies

An individual who ceases to be a Dean or Associate/Assistant/Vice-Dean is ineligible to continue as an Officer of the Association beyond the next AGM. His or her successor as Dean does not succeed to the Officer position in CAGS. If the President is unable or ineligible to commence or complete a term of office, the Vice-President shall assume the position for the term or remainder thereof. Should the Vice-President be unable or ineligible to assume the Presidency, the Board shall conduct an election, with the Past-President continuing to function as President until an election can be held (by mail). If the Past-President, the Vice-President or the Secretary/Treasurer is unable or ineligible to commence or complete a term of office, the Board of the Association shall appoint an interim replacement for the term, or the remainder thereof.

10.5. Removal

Officers shall be subject to removal by resolution at the AGM or at any special general meeting.

10.6. Duties

The President shall be the Chief Executive Officer of the Association. The President shall chair any meeting of the members, Board and the Executive Committee see that all their resolutions are carried out, and oversee the management of the affairs of the Association.

The Past-President shall be the Chair of the Nominating Committee.

The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President.

The Secretary/Treasurer shall have the custody of the funds of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association. He shall render to the President and Directors at the regular meetings of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Association. He or she is responsible for giving notice of all meetings of the members, the Board and the Executive Committee; and recording minutes of all proceedings. He or she shall be the custodian of the seal of the Association.

11. Committees

The Association shall have an Executive Committee and a Nominating Committee. The Board may appoint any other ad hoc or standing committees and determine their terms of reference. Committee members shall be elected as individuals and not as institutional representatives.

11.1. Executive Committee

11.1.1. Composition

The Executive Committee shall consist of the Officers of the Association (President, Past-President, Vice-President, Secretary/Treasurer), and the Executive Director, who serves *ex officio* without vote.

11.1.2. Term

The term of office of members of the Executive Committee shall normally commence on the first day of January following the election.

11.1.3. Rules of Procedure at Executive Committee Meetings

Meetings of the Executive Committee shall be held at any time and place to be determined by the President provided that forty-eight (48) hours written notice of such meeting shall be given to each member of the Committee. Three (3) members of the Committee shall constitute a quorum.

11.1.4. Duties

The Executive Committee shall exercise such powers as are authorized by the Board, shall act on its behalf in the interval between meetings of the Board and shall report on its actions at the next meeting of the Board.

11.2. Nominating Committee

11.2.1. Composition

The Committee shall consist of five (5) members; three (3) shall be members of the Association who are not on the current Board, and two (2) shall be members of the Board, of whom one shall be the Past-President of the Association who will chair the Committee. If the Past-President is unable to serve, the Chair of the Nominating Committee shall be appointed by the Board.

11.2.2. Appointment

The Nominating Committee shall be appointed by the Board before April 30 prior to the next AGM.

11.2.3. Removal

The members of the Nominating Committee shall be subject to removal by resolution at a meeting of the Board

11.2.4. Duties

It shall be the responsibility of the Nominating Committee, two (2) months prior to the AGM to put out a call for nominations for positions on the Board, to establish a list of nominees for the Board, ensuring at least one nominee for each vacancy, and to provide a report to the AGM on its activities.

The graduate student associations will provide a nominee for their member on the Board to the Nominating Committee. That nominee will have to be supported by a majority of the graduate student associations. In the case of no name getting a majority, each association may provide a nominee.

The federal research-granting agencies shall submit the name of one person to the Nominating Committee. In the case of no name being submitted, the Nominating Committee will nominate a person from one of the granting agencies.

All nominees must signify their willingness to serve if elected.

12. Executive Director

12.1. Appointment

The Executive Director is appointed by the Board on terms set by the Board.

12.2. Duties

Under the direction of the President, the Secretary/Treasurer and the Board, the Executive Director shall manage the national office; manage the financial resources of the Association; prepare the meetings of the members, the Board, and the Executive Committee; make the necessary arrangements for the Annual Conference; represent the Association to appropriate bodies; and perform such duties as may from time to time be assigned by the President, the Secretary/Treasurer and the Board.

13. Dues

Membership dues shall be proposed by the Board, and must be approved by a majority of the membership at the AGM after at least thirty (30) days notice. The membership year shall correspond to the calendar year, and all membership dues must be paid by the end of February of each year.

14. Meetings and Conferences

The Association shall hold an Annual Conference. Normally the Annual Conference will be rotated among four geographical regions: Western Canada, Ontario, Québec, and Atlantic Canada.

The Association shall organize other meetings, conferences, workshops and symposia, as approved by the Board, in order to further the objectives of the Association. It may also hold joint meetings with other organizations having similar interests and objectives.

15. Publications

The Association shall publish an annual Membership Directory, periodic newsletters, and an Operations and Policy Manual. From time-to time it may publish any other work deemed to promote the goals of the Association.

16. Indemnification

The Association shall exist solely for educational purposes and no member shall enjoy any pecuniary profits from its operation. Directors, Officers and members of committees shall receive no remuneration for acting as such. Anyone conducting authorized business on behalf of the Association shall be reimbursed for expenses if these expenses are approved by the President and the Secretary/Treasurer.

17. Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of the Association shall be signed by any two Officers and so signed shall be binding upon the Association without any further formality.

18. Financial Year

The fiscal year of the Association shall correspond to the calendar year.

19. Auditor

The members shall, at each AGM, appoint an auditor to audit the accounts and annual financial statements of the Association for report to the members at the next AGM. The auditor may not be a Director, Officer or employee of the Association without consent of all members.

20. Amendments

Amendments to these By-Laws may be enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by a two-thirds (2/3) majority of the members present and eligible to vote at an Annual General Meeting or at a special general meeting called for that purpose. These By-Laws and any amendments to these By-Laws shall not be implemented until the approval of the Minister of Industry has been obtained.

21. Procedural Questions

In matters not provided for in these By-Laws, the business of the Association shall be conducted according to Robert' s *Rules of Order*.

22. Interpretation

In these By-Laws the use of the masculine gender shall be understood to include the feminine.

The English and French versions of these By-Laws are official.

23. Dissolution

In the event of the dissolution of the Association, all then existing assets shall be distributed to a related association and/or organization, or shall be distributed in equal parts to Institutional members.

Approved by the members on November 4 th, 2006 and agreed by the Minister of Industry on January 18 th, 2007.