

BY-LAW NO. 1

a by-law relating generally to the transaction of the business and affairs of **ACADEMY FOR LIFELONG LEARNING AT VICTORIA UNIVERSITY**

(the "Academy")

WHEREAS the Academy was created for the establishment and operation of a centre for promoting learning for mature adult and such other complimentary purposes not inconsistent with these objects.

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

SEAL

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

MEMBERSHIP

2. Membership is open to any and all interested persons subscribing to the mandate of the Academy and who are in compliance with its operating rules.

BOARD OF DIRECTORS

3. The affairs of the Academy shall be managed by the Board of sixteen (16) directors, each of whom at the time of his election, or within ten (10) days thereafter and throughout his term of office, shall be a member of the Academy. In addition, the Board may pursuant to the provisions of Article 6, appoint up to two (2) additional members to sit on the Board of Directors. The elected directors shall be elected yearly by the members at an annual meeting in accordance with the provisions of this by-law. The directors elected at the first meeting of members shall be elected so that one-half shall hold office for a term of one year, and the other half shall hold office for a term of two (2) years (the "Initial Terms"). Upon the expiry of the Initial Terms, each director shall be elected for a term of two (2) years from the date of the meeting at which such director is elected. Thereafter, at each annual meeting of members, a number of directors equal to the number of directors retiring shall be elected by the members to serve terms of two (2) years each, it being the intention that directors shall be elected and shall retire in rotation.

OFFICERS OF CORPORATION

4. From time to time the Board shall elect or appoint a president from among themselves, a secretary and a vice-president and treasurer and such other officers as the board may determine and may elect or appoint a chairman of the board from among

themselves and one or more vice-presidents, a treasurer and such other officers as the Board may determine.

LIMITATION ON TERM OF OFFICE OF DIRECTORS AND OFFICERS

5. No person shall serve more than two (2) consecutive terms as a member of the Board or more than one (I) term as a particular officer or committee person save and except the director who serves as Secretary. Provided, however, that after the elapse of a term of two (2) years a member may be re-elected to the Board or reappointed to the same office he previously held.

The election may be by a show of hands unless a ballot be demanded by any member. The members of the Academy may, by resolution passed by at least 2/3 of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office and may by a majority of votes cast at that meeting elect any person in his stead for the remainder of the term.

NON-VOTING MEMBERS OF THE BOARD

6. The Immediate Past President of the Academy shall be a non-voting member of the Board. The Board may from time to time appoint such other persons as non-voting members of the Board, upon such terms and conditions as the Board may direct.

VACANCIES ON BOARD OF DIRECTORS

7. Vacancies on the Board of Directors, however caused, may, so long as the quorum of directors remain in office, be filled by the directors if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

8. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be

necessary if all the directors are present or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or Vice-President or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered or transmitted by personal delivery or by any electronic means not less than three days before the meeting is to take place, or shall be mailed to each director not less than 4 days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held without notice immediately following the annual meeting of the Academy. The directors may consider or transact any business either special or general at any meeting of the Board.

ERRORS IN NOTICE, BOARD OF DIRECTORS

9. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

VOTING, BOARD OF DIRECTORS

10. With the exception of non-voting members, each director personally present shall be entitled to one (1) vote on all questions arising at the meeting of the Board of Directors. Questions arising at any meeting of directors shall be decided by a majority of votes. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken by show of hands. A declaration by the Chairman 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 the votes recorded in favour of or against such resolution. In the absence of the President his duties may be performed by the Vice-President or such other director as the Board may from time to time appoint for the purpose.

POWERS

11. The directors of the Academy may administer the affairs of the Academy in all things and make or cause to be made for the Academy in its name, any kind or contract which the Academy may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Academy is by its charter or otherwise authorized to exercise and do.

The Board may from time to time authorize operating rules to deal with the creation of committees, administration, finance and governance.

REMUNERATION OF DIRECTORS

12. The directors shall receive no remuneration for acting as such.

DUTIES OF PRESIDENT AND VICE-PRESIDENT

13. The president shall, when present, preside at all meetings of the members of the Academy and of the Board of Directors. The president shall also be charged with the general management and supervision of the affairs and operations of the Academy. The president with the secretary or other officer appointed by the Board for the purpose shall sign all by-laws. During the absence or inability of the president, his duties and powers may be exercised by the vice-president, and if the vice-president, or such other directors as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the president shall be presumed with reference thereto. In case of an equality of votes at any meeting of the members of the Academy or of the Board of Directors, the chairman of the meeting shall be entitled to a second or casting vote.

DUTIES OF SECRETARY

14. The secretary shall be ex officio clerk of the Board of Directors. He shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. He shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Academy which he shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the Board of Directors.

DUTIES OF TREASURER

15. The treasurer shall keep full and accurate accounts of all receipts and disbursements of the Academy in proper books of account and shall deposit all monies or other valuable effects in such bank or banks as the directors may from time to time decide upon. He shall disburse the funds of the Academy under the direction of the Board of Directors, taking proper vouchers therefor and shall render to the Board of Directors at the regular meetings thereof or whenever required of him, an account of all his transactions as treasurer, and of the financial position of the Academy. He shall also perform such other duties as may from time to time be determined by the Board of Directors.

DUTIES OF OTHER OFFICERS

16. The duties of all other officers of the Academy shall be such as the terms of their engagement call for or the Board of Directors requires of them.

EXECUTION OF DOCUMENTS

17. Deeds, transfers, licences, contracts and engagements on behalf of the Academy shall be signed by the President or Vice-President.

The president, vice-president, or the directors, or secretary or any of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Academy in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Academy transfers of shares, bonds or other securities from time to time transferred to the Academy, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Academy, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Academy may or shall be executed.

BOOKS AND RECORDS

18. The directors shall see that all necessary books and records of the Academy required by the by-laws of the Academy or by any applicable statute or law are regularly and properly kept.

DUES OR FEES

19. The dues or fees payable by members shall from time to time be fixed by the Board of Directors.

The secretary shall notify the members of the dues or fees at any time payable by them, and if any are not paid within thirty (30) days of the date of such notice, the members in default shall, upon motion duly carried by the Board of Directors, cease to have any voting rights in the Academy, but any such members may, on payment of all unpaid dues or fees, be reinstated as voting members of the Academy by unanimous vote of the Board of Directors; provided however, that suspension from membership shall not in any event release the member so suspended from the payment of past dues.

ANNUAL AND OTHER MEETINGS OF MEMBERS

20. The annual or any other general meeting of the members shall be held at such place in Ontario as the Board of Directors may determine and on such day as the said directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and a Board of Directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board of Directors shall have power to call at any time a general or special meeting of the members of the Academy. No public notice nor advertisement of members' meetings, annual or general shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid ordinary mail, by telecopier or by any other electronic means not less than 10 days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Academy are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Academy at annual or general meetings may transact.

ERROR OR OMISSION IN NOTICE

21. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Academy shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Academy.

ADJOURNMENTS

22. Any meetings of the Academy or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournments took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

QUORUM OF MEMBERS

23. A quorum for the transaction of business at any meeting of members shall consist of not less than twenty-five (25) members present in person or represented by proxy.

VOTING OF MEMBERS

24. Each member may vote by proxy. Such proxy need not himself be a member, but before voting shall produce and deposit with the secretary sufficient appointment in writing from his constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Academy unless he has paid all dues or fees if any, then payable by him.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Academy, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any members. Unless a poll be demanded a declaration by the chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Academy shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the chairman shall direct and the result of such poll shall be deemed the decision of the Academy in general meeting upon the matter in question.

CHEQUES, ETC.

25. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Academy, shall be signed by either the president or the secretary or such other officer or officers, agent or agents and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Academy through its bankers, and endorse notes and cheques for deposit with the Academy's bankers for the credit of the Academy, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Academy by using the Academy's rubber stamp for the purpose. Any of such proper signing officers may arrange, settle, balance and certify all books and accounts between the Academy and the Academy's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

NOTICE

26. Whenever under the provisions of the by-laws of the Academy notice is required to be given, such notice may be given either personally or telegraphed or by depositing same in a post office or a public letter-box in a prepaid, sealed wrapper addressed to the director, officer or member at his or their address as the same appears on the books of the Academy. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid, or if telecopied shall be held to be sent when the same was telecopied. For the purpose of sending any notice the

address of any member, director or officer shall be his last address as recorded on the books of the Academy.

INDEMNITY OF DIRECTORS AND OFFICERS

27. Every director or officer of the Academy and his heirs, executors and administrators, and estate and effects respectively shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Academy from and against:
- a) All costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office; and
 - b) All other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

AMENDMENT OF BY-LAWS AND OPERATING RULES

28. Amendments to these By-laws may be proposed at any time by the Board or by any (ten) 10 members in good standing. Details of such proposed revisions shall be given to members in writing at least (ten) 10 days before the General Meeting at which they are to be voted upon, and shall be adopted by the vote of 2/3 of those present and qualified to vote, always providing a quorum is reached.

Operating Rules may be revised by a majority vote of the Board.

INTERPRETATION

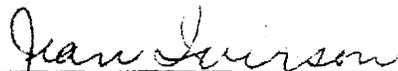
29. In these by-laws and in all other by-laws of the Academy hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa and references to persons shall include firms and corporations.

PASSED BY THE BOARD the day of October, 1997.

President - Joseph Casse

Secretary - Jean Iverson

CONFIRMED by the members in accordance with *the Corporations Act* (Ontario)
the 10 day of October 1997.


Secretary - Jean Iverson

Amended:

June 2000

May 2007

May 2009

June 2013

BY LAW NO. 2

A by-law respecting the borrowing of money, the issuing of securities and the securing of liabilities by ACADEMY FOR LIFELONG LEARNING AT VICTORIA UNIVERSITY

(the "corporation")

BE IT ENACTED as a by-law of ACADEMY FOR LIFELONG LEARNING AT VICTORIA UNIVERSITY as follows:

The directors of the corporation may from time to time:

1. Borrow money on the credit of the corporation;
2. Issue, sell or pledge securities (including bonds, debentures, debenture stock, or other like liabilities) of the corporation but no invitation shall be extended to the public to subscribe for any such securities;
3. Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the corporation, including book debts and unpaid calls, rights, powers, franchises and undertaking to secure any such securities or any money borrowed, or other debt, or any other obligation or liability of the corporation;
4. Delegate to such one or more of the officers and directors of the corporation as may be designated by the directors all or any of the powers conferred by the foregoing clauses of this by-law to such extent and in such manner as the directors shall determine at the time of such delegation; and

Give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the corporation or any company controlled by it, and secure any such director or other person against loss by giving him by way of security a mortgage or charge upon the whole or any part of the real and personal property, undertaking and rights of the corporation.

MADE by the board the 10th day of October, 1997.

President, Joseph G. Casse



Secretary - Jean Iverson