

A by-law relating generally to the conduct of the affairs of  
The International Albertus Magnus Society  
(the “Society”)

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

PREAMBLE

The International Albertus Magnus Society is a not-for-profit organization, whose purpose is to promote the study, understanding and dissemination of the thought of Albertus Magnus (d. 1280), either in itself or in its relation to his predecessors, contemporaries or successors. To this end, the society aims to facilitate communication and collaboration among those studying, researching and teaching in the field; to provide a gateway to Albert’s works and to past and current research; to organize scholarly meetings; to support the publication of contemporary scholarship; and to seek opportunities to work with other learned societies or institutions with compatible interests.

DEFINITIONS

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

“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;

“Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Society;

“Board” means the board of directors of the Society and “Director” means a member of the board;

“By-law” means this by-law and any other by-law of the Society as amended and which are, from time to time, in force and effect;

“Meeting of Members” includes an annual meeting of members or a special meeting of members;

“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;

“Ordinary Resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

“Proposal” means a proposal submitted by a member of the Society that meets the requirements of section 163 (Member Proposals) of the Act;

“Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time; and

“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. MEMBERS

*1.1 Membership*

Subject to the Articles, there shall be one class of Members in the Society. Membership in the Society shall be available to persons interested in furthering the Society’s purposes and who have applied for and been accepted into membership in the Society by the Board of Directors, directly or through the officer to whom that authority may be delegated. Each Member shall be

entitled to receive notice of, attend and vote at all Meetings of the Members of the Society. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendments to the above if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m). The Board shall determine whether or not Members shall be required to pay membership fees or dues and the quantum of such fees or dues. For further certainty, the Board may set different dues for Members of different financial capacity or employment status and nothing herein requires that all Members pay the same quantum of fees or dues.

If such fees or dues are approved by the Board, Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within two (2) calendar months of the membership renewal date, the Members in default shall automatically cease to be Members of the Society.

#### *1.2 Transferring Membership*

A membership may only be transferred to the Society. 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.

#### *1.3 Time and Object of Annual Meeting of Members*

Annual Meetings of Members are to be held no later than fifteen (15) months after the previous annual Meeting and no later than six (6) months after the Society's preceding financial year-end. They include the following items of business: general report on the activities of the Society, election of Directors, consideration of the financial statements, receipt of report from the public accountant (if any), and appointment by Ordinary Resolution or non-appointment by unanimous resolution of a public accountant.

#### *1.4 Manner in which Meetings of Members are Held*

All Meetings of Members may be held either in person, virtually (i.e. through a digital channel that allows participants to communicate adequately with each other during the Meeting) or partially in person and partially virtually, at the discretion of the Board.

Meetings held in person may be participated in by any person entitled to attend such Meetings and who is not physically present if the Society chooses to make available a telephonic, electronic or other communication facility through which such a person may participate. A person participating in an in-person 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 Society has made available for that purpose.

#### *1.5 Notice of Meeting of Members*

Notice of the time (and place, if held in person) of a Meeting of Members shall be given to each Member entitled to vote at the Meeting by electronic or other communication facility, during a period of 21 to 35 days before the day on which the Meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

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 Society to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

#### *1.6 Members Calling a Meeting of Members*

The Board of Directors shall call a Special Meeting of Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than five (5) percent of the voting rights. If the Directors do not call a Meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the Meeting.

#### *1.7 Place of In-person Meetings of Members*

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, in-person Meetings of the Members may be held at any place in or outside of Canada determined by the Board.

#### *1.8 Persons Entitled to be Present at Meetings of Members*

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 Society and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Society 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.

#### *1.9 Chair of Meetings of Members*

The chair or, if absent, the vice-chair of the Board shall chair Meetings of Members. In the event that the chair and the vice-chair of the Board are both absent, the Members who are present at the Meeting shall choose one of their number to chair the Meeting.

#### *1.10 Quorum at Meetings of Members*

A quorum at any Meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be ten (10) percent of the Members entitled to vote at the Meeting. 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.

#### *1.11 Voting at Meetings of Members*

At any Meeting of Members every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by Ordinary Resolution. 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.

#### *1.12 Termination of Membership*

A membership in the Society is terminated when: the Member dies or resigns; the Member is expelled or their membership is otherwise terminated in accordance with the Articles or By-laws; the Member's term of membership expires; or the Society is liquidated and dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Society, automatically cease to exist.

#### *1.13 Discipline of Members*

The Board shall have authority to suspend or expel any Member from the Society for any one or more of the following grounds: violating any provision of the Articles, By-laws, or written policies of the Society; carrying out any conduct which may be detrimental to the Society as determined by the Board in its sole discretion; for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Society. In the event that the Board determines that a Member should be expelled or suspended from membership in the Society, the president, or such other officer as may be designated by the Board, shall provide a twenty (20)-day notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written

submissions to the president, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20)-day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Society. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

## 2. DIRECTORS AND OFFICERS

### *2.1 Number and Term of Office of Directors*

Directors are responsible for managing and supervising the activities and affairs of the Society and they are elected by Members at their annual Meeting.

The Board shall consist of nine (9) Directors, who shall all be Members.

The initial Directors shall serve until the first annual Meeting of Members. At the first election of Directors following the approval of this By-law, one third (1/3) of the Directors shall be elected for a three-year term, one third (1/3) of the Directors shall be elected for a two-year term and one third (1/3) of the Directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected Directors shall be elected for three (3)-year terms.

Terms of Directors are renewable, but no Director shall serve more than four (4) consecutive terms. After four (4) consecutive terms, a Director must be absent from the Board for a period of at least one (1) year in order to be eligible for election again.

### *2.2 Election of Directors*

The concrete manner in which the Directors shall be elected by the Members at their annual Meeting of Members is at the discretion of the Board, although it must always remain in compliance with the Act and this By-law. The Board shall have a separate Board policy outlining said way of proceeding.

If a Director's position becomes vacant before the end of said Director's term, the Board may appoint a new Director who shall hold office for a term expiring not later than the close of the next annual general Meeting of Members.

The Board of Directors may also appoint one or more additional Directors who shall hold office for a term expiring not later than the close of the next annual general Meeting of Members, but the total number of Directors so appointed may not exceed one-third (1/3) of the number of Directors elected at the previous annual general Meeting of Members.

### *2.3 Meetings of Board of Directors*

All Directors Meetings may be held either in person, virtually (i.e. through a digital channel that allows participants to communicate adequately with each other during the Meeting) or partially in person and partially virtually, at the discretion of the Board. In-person Meetings of the Directors may be held at any place in or outside of Canada determined by the Board.

Meetings held in person may be participated in by any Director who is not physically present if the Society chooses to make available a telephonic, electronic or other communication facility through which said Director may participate and vote. A Director participating in an in-person Meeting by such means is deemed to be present at the Meeting. (If only because of the international nature of the Society, Board Meetings in which all Directors are physically present

in a same place may be difficult to organize. Accordingly, all new Directors will be asked, as a necessary condition to their taking up their new position and in compliance with the Act, to consent in writing that Board Meetings may be held virtually or partly virtually.)

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.

A quorum at any Meeting of the Directors shall be a majority of the number of Directors. If a quorum is present at the opening of a Meeting of Directors, the Directors present may proceed with the business of the Meeting even if a quorum is not present throughout the Meeting.

Notice of the time (and place, if held in person) for the holding of a Meeting of the Board shall be given electronically to every Director of the Society not less than ten (10) days before the time when the Meeting is to be held.

At all Meetings of the Board, every question shall be decided by Ordinary Resolution. 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.

#### *2.4 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.

#### *2.5 Officers*

The Board may designate the offices of the Society, 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 Society. All officers shall be Members and although a Director may be appointed to any office of the Society, only the president and vice-president must necessarily be Directors.

In order to insure more stability, the president and the vice-president are normally appointed at the beginning and for the duration of a three-year term as Director, although such decisions depend on circumstances and remain at the discretion of the Board. Mandates as president or vice-president may be renewed by the Board, with the limitation that no Director may serve as Director for more than four (4) consecutive terms. The duration of the other offices may be more variable, given that those holding them are not necessarily Directors, and it shall be set by the Board on an individual basis and in consultation with the office holder. However, it shall never exceed three years, with a possibility of renewal at the discretion of the Board.

Except for the presidency and vice-presidency, two or more offices may be held by the same person.

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

- a. President – The president shall be a Director and the chief executive officer of the Society and shall be responsible for implementing the strategic plans and policies of the Society. The president shall, subject to the authority of the Board, have general supervision of the affairs of the Society. The president shall also be chair of the Board and chair the Meetings of Members.

b. Vice-President – The vice-president shall be a Director. If the president is absent or is unable or refuses to act, the vice-president, shall preside at Meetings of the Board of Directors and of the Members. The vice-president shall have such other duties and powers as the Board may specify.

c. Secretary – The secretary shall attend and be the secretary of all Meetings of the Board and Members. The secretary shall enter or cause to be entered in the Society's minute book, minutes of all proceedings at such Meetings. The secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, and, if any, the public accountant and Members of committees. The Board may delegate the authority for issuing memberships to the secretary.

d. Treasurer – The treasurer shall have such powers and duties as the Board may specify.

e. Newsletter Editor – The newsletter editor shall gather relevant news about the Society and the field of Albertinian studies in general, and edit them into a newsletter to be shared with Members at regular intervals or, alternatively and if applicable, regularly update a section of the Society's website devoted to such news.

The Board may designate any other office and appoint any other officer that it deems to be required.

#### *2.6 Officer Vacancies*

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

- the officer's successor being appointed,
- the officer's resignation,
- such officer ceasing to be a Director (if a necessary qualification of appointment) or
- such officer's death.

If the office of any officer of the Society shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

### 3. FINANCE

The financial year end of the Society shall be December 31 in each year, unless otherwise determined by the Board by Ordinary Resolution.

The Society 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. Should a Member make such a request, the Society may, if it is agreeable to said Member, provide an electronic copy of the annual financial statements in lieu of the foregoing.

The banking business of the Society 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 Society and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

## 4. MISCELLANEA

### *4.1 Invalidity of Provisions of this By-law*

The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions.

### *4.2 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 Society 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.

### *4.3 Mediation and Arbitration*

Disputes or controversies among Members, Directors, officers, committee members, or volunteers of the Society 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.

### *4.4 Dispute Resolution Mechanism*

In the event that a dispute or controversy among Members, Directors, officers, committee members or volunteers of the Society arising out of or related to the Articles or By-laws, or out of any aspect of the operations of the Society 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 Society 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:

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 Society) 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.

The number of mediators may be reduced from three to one or two upon agreement of the parties.

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 Society 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.

### *4.5 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 Society. 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 By-law.

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.

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Last updated after a modification was approved by Members at the Annual Meeting of June 2<sup>nd</sup>, 2023.

PDF version made in Fall 2023.