

**NEW BRUNSWICK ASSOCIATION OF PRIVATE COLLEGES AND
UNIVERSITIES (NBAPCU) BY-LAWS**

ARTICLE I - NAME OF THE ORGANIZATION

This organization shall be known as the **NEW BRUNSWICK ASSOCIATION OF PRIVATE COLLEGES AND UNIVERSITIES (NBAPCU)**, hereinafter called the Association.

The organization shall be carried on without the purpose of gain for its members and any profits or other accretion to the organization shall be used in promoting its objects.

ARTICLE II - AIMS AND OBJECTIVES

The aims and objectives of the Association are to serve its members and the public by:

- (a) Fostering and promoting high educational standards and developing a code of ethics in the field of private career education;
- (b) Encouraging the development of improvements in our fields of education;
- (c) Promoting mutual respect, goodwill, harmony and better understanding among members;
- (d) Acting as a liaison between private career schools and the government Ministry under which Association members are registered in any matters pertaining to the operation of these schools, and co-operation with said Ministry in promoting a better understanding between the Ministry and private career schools;
- (e) Fostering a reputation of acceptance for the private career education industry in the eyes of the public through general marketing and promotional activities such as advertising and publicity;
- (f) Collecting statistical and other information pertinent to the industry and disseminating it to Association members, to guidance counsellors and to the general public;
- (g) Disseminating information of a general, economic, social, educational and governmental nature to Association members;

- (h) Securing and presenting the view of Association members to other organizations, governmental agencies, legislatures and the general public;
- (i) Promoting the best interest and general welfare of the students of private career schools.

ARTICLE III - MEMBERSHIP

Membership in the Association is open to anyone interested in supporting the aims and objectives of the Association. Membership is subject to the approval of the Executive Committee of the Association.

Upon application, each new member of the New Brunswick Association of Private Colleges and Universities shall receive a copy of the Association By-Laws and Code of Ethics.

Membership in the Association shall be classified as follows:

Active Member and Allied Member

Section 1: Active Member

- (a) Active Membership shall be open to any private educational organization which is duly registered under the New Brunswick *Private Occupational Training Act*, registered under equivalent legislation in another jurisdiction or operating a private university in the Province of New Brunswick.
- (b) The representative of an Active Member in good standing is eligible to hold office as an Officer of the Association.

Section 2: Allied Member

- (a) Allied membership shall be open to any person or company interested in private training education and/or is allied by the nature of their business or Profession to the private education industry, and is interested in supporting the Association in its endeavours.
- (b) An Allied Member is not entitled to hold office as an Officer of the Association.
- (c) An Allied Member may be invited to participate on any committee established by the Executive Committee.

ARTICLE IV- RESPONSIBILITIES OF MEMBERS

Section 1: Responsibilities

To remain as a Member in good standing in the Association, a Member must:

- (a) Abide by all the By-laws and Regulations of the Association and the Code of Ethics established by the Association that are in force at the time of admission of such member to the Association, and all revisions or amendments to such By-laws and Regulations and Code of Ethics.
- (b) Conduct business affairs in accordance with the By-laws and Regulations and Code of Ethics.
- (c) Provide at all times quality educational programs for students.
- (d) Answer promptly any complaint or inquiry presented by the Executive Committee.
- (e) Attend general meetings and vote on any issue presented to the Association by the Executive Committee.
- (f) Support special projects of the Association.
- (g) Serve, whenever possible, on a committee of the Association if requested by the Executive Committee.
- (h) Pay annual dues within sixty (60) days of the start of the fiscal year, or special assessments within thirty days of notice.
- (i) Display prominently within the organization's administrative offices the Certificate of Membership in the Association.

Section 2: Suspension of a Member

Should a member fail to comply with any of the requirements set out in the By-laws, this shall result in the suspension or termination of membership.

ARTICLE V - APPLICATION FOR MEMBERSHIP

Section 1: Application

- (a) An application for membership shall be submitted to the Association on the officially approved application form, together with such supporting documents as may be required by the Executive Committee, and the required membership fee.

- (b) At the time of submitting an application for membership, the applicant shall designate the official representative of the organization.

Section 2: Acceptance

- (a) All applications for membership are subject to majority approval of the Executive Committee.
- (b) Any formal, written objection to an application for membership by a member will be reviewed by the Executive Committee. Any necessary action with respect to the objection will be taken by the Executive Committee, and a vote then taken by the Executive Committee with respect to acceptance or rejection of the applicant. If warranted, the objection may be presented to the entire membership for consideration.
- (c) Written notification of acceptance or rejection of an application for membership will be issued by the Executive Committee to the applicant and members within ninety (90) days of receipt of the formal application.

Section 3: Change of Ownership of a Member-Organization

- (a) Should there be a change in ownership of a member-organization, the Executive Committee shall have the power to continue the membership on a temporary basis (three-month period) and without prejudice to subsequent action by the Association.
- (b) Upon receipt of notification of a change in ownership, the Executive Committee shall immediately request the new owner(s) to submit a formal application for membership in accordance with the procedures set down in these By-laws. The category of membership granted in each case will be decided on its merits.

Section 4: Resignation

Should a member wish to resign from the Association, the member shall give notice of this intention in writing for the Association's acknowledgement and acceptance of the resignation.

Section 5: Cessation of Operations

Should a member cease operations for any reason, membership in the Association shall be terminated forthwith.

ARTICLE VI - FISCAL POLICY

Section 1: Fiscal Year

The fiscal year of the Association shall be from January 1st to December 31st of each year.

Section 2: Signing Officers

The signing officers for the Association shall be any two of the President, Vice President, Secretary-Treasurer and the staff member or contractor designated for such purposes. All instruments must be approved by two members of the Executive Committee prior to signing. Such approval may be given in writing or by e-mail or fax prior to signing.

Section 3: Funds

- (a) All funds received by the Association shall be used to defray expenses incurred by the Association in conducting its business affairs.
- (b) Any Officer or Member, with the approval of the Executive Committee, may be reimbursed for any reasonable expense incurred for or on behalf of the Association in connection with the performance of duties or assignment.

Section 4: Financial Statements

Yearly financial statements for the Association shall be prepared by a chartered accountant. The members may, but shall not be required to, appoint an auditor at the Annual General Meeting. The foregoing shall not preclude the Executive Committee, where they consider it advisable, from appointing auditors or retaining a chartered accountant or other professional person to examine the financial affairs of the Association.

ARTICLE VII - FEES, DUES AND ASSESSMENT

The membership year of the Association shall be from January 1st to December 31st of each year.

Section 1: Membership Fee

- (a) The membership fee shall accompany the application for membership in the Association and shall be payable by cheque or money order.

(b) The membership fee shall be as follows:

(i) Active Members

The membership fee for an Active Member will follow the schedule established for Annual Dues for Active Members.

(ii) Allied Members

The membership fee for an Allied Member will be the same as the Annual Dues for an Active Member.

Section 2: Annual Dues

(a) The annual dues for Active Members shall be due at the beginning of the fiscal year. The dues are payable by cheque or money order within 60 days of the start of the fiscal year.

(b) Any member who has not paid the annual dues within the sixty (60) day period will be considered in default and suspension of membership may result.

(c) In extraordinary cases and under special circumstances, the Executive Committee has the authority to waive or reduce the annual dues of a member.

(d) The annual dues shall be as follows:

(i) Active Members

The annual dues for an Active Member shall be established each year by the Executive Committee, and shall be approved by the membership at the Annual General Meeting. The schedule of Fees and Dues will be forwarded to each member following the Annual General Meeting.

(ii) Allied Members

The Annual dues for an Allied Member shall be established each year by the Executive Committee, and shall be approved by the Membership at the Annual General Meeting.

Section 3: Special Assessments

Should the need arise, it may be necessary to levy a special assessment. Such assessment shall be payable by Active members.

ARTICLE VIII - MEETINGS

Section 1. Annual General Meeting

- (a) An Annual General Meeting of the Association shall be held within one hundred and twenty (120) days of the end of the fiscal year, on a date and at a place determined by the Executive Committee.
- (b) The purpose of the Annual General Meeting shall be the presentation and recording of annual reports, the election of the Officers of the Executive Committee and the transaction of all other business as shall be appropriate to come before an Annual General Meeting.
- (c) Written notice of such meeting shall be provided to each member of the Association, no later than twenty (20) days prior to the date of the meeting. Such notice shall be sent to the last recorded address of each member.

Section 2: Other Association Meetings

- (a) At least one other meetings of the membership of the Association shall be held in addition to the annual general meeting at the call of the President or upon written request of not less than ten (10) members of the association.
- (b) Written notice of the meetings will be forwarded to the last recorded address of each member of the Association. Such notice shall specify the purpose, date and place of such meeting.
- (c) All meetings including the annual general meeting may be held by way of teleconference, video conference, in person, or by e-mail vote or by such other means as determined by the Executive Committee.

Section 3: Quorum

- (a) Thirty (30) percent of the voting members of the Association must be represented at an in person meeting to constitute a quorum or in the case of meetings not held in person, votes representing thirty (30) percent of the voting members of the Association shall be a quorum for voting purposes. In the event of a lesser attendance or participation at meetings, recommendations on issues for decision may be developed for distribution to the membership, and the meeting shall be adjourned to a later date.

- (b) Written notice of the date and place of such deferred meeting as referred to in paragraph (a), along with such recommendations as are referred to in paragraph (a) shall be forwarded to each member of the Association no later than twenty (20) days prior to the deferred meeting, and shall be sent to the last recorded address of each member.
- (c) Should a quorum, as hereinbefore set out, not be present at the deferred meeting, then those in attendance shall constitute a quorum for voting purposes.

Section 4: Representation and Voting Privileges at Meetings

The following voting criteria are the official rules of the Association.

- (a) Dues are payable January 1 and must be paid within sixty (60) days of that date, therefore, in order to vote at the Annual General Meeting, all dues must be paid for the ensuing year.
- (b) Each Active Member in good standing shall have the right to cast only one vote on any issue.

Section 5: Voting by Proxy or Other Means

- (a) Under certain special circumstances and at the discretion of the Executive Committee, voting by proxy may be permitted.
- (b) A vote may be taken by mail, telephone, facsimile, electronic mail or other appropriate means, at the discretion of the Executive Committee, on decisions of major importance or on matters of urgency.

ARTICLE IX - EXECUTIVE COMMITTEE

Section 1: The Executive Committee

- (a) The governing body of the Association shall be the Executive Committee. The administration, management and business affairs of the Association shall be vested in the Executive Committee.
- (b) The Executive Committee of the Association shall consist of the President, Vice-President, Vice-President, Secretary-Treasurer and Immediate Past President. Executive Committee members must be representatives of institutions holding active membership and in good standing.
- (c) The term of the Executive Committee shall be for one year. Election to an additional consecutive term is permissible.

- (d) Any member of the Executive Committee may be removed for any reason by a unanimous vote of the other three members of the Executive Committee.
- (e) The unexcused absence of a member of the Executive Committee from 50% of the scheduled Executive Committee meetings in a one year period will result in that member not being eligible to stand for re-election in the next year.

Section 2: Meetings and Authority of the Executive Committee

- (a) Meetings of the Executive Committee shall be held at least four times a year and at such time and place as may be decided by the Executive Committee. At least fourteen days' notice of such meetings shall be given to each Executive Committee member. Such notice shall include the time, place, and agenda for the meeting. This requirement may be waived by unanimous consent of all the Executive Committee.
- (b) At a meeting of the Executive Committee, a quorum shall consist of seventy-five percent (75%) of the total number of voting members of the Executive Committee. In the event of a meeting not attaining a quorum, it is open to the Executive Committee to adopt the minutes and resolutions of that meeting at the next regular meeting of the Executive Committee.
- (c) A majority vote of the Executive Committee members present at any properly convened meeting shall be necessary and sufficient to adopt any proposal as the act of the Executive Committee. The vote shall be taken in writing if such procedure is requested by any member of the Executive Committee. In lieu of a meeting, signed written resolutions or electronic mail approvals of resolutions by all Members of the Executive Committee shall have the same force and effect as if they were adopted at a regular meeting of the Executive Committee.
- (d) At the discretion of the Executive Committee, meetings of the Executive Committee shall be held in person, by telephone conference or via on-line or other electronic means.
- (e) The Executive Committee shall meet as needed and is empowered to formulate policy or recommendations for presentation to the Association, and to make decisions and take action with respect to issues predetermined by the Executive Committee, or with respect to emergency or other issues which arise between meetings of the Association.

- (f) The Executive Committee may engage staff or contractors to carry out activities of the Association. Such staff or contractors shall be accountable to the Executive Committee.

ARTICLE X - OFFICERS

Section 1: Officers of the Association

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

Section 2: Term of Office

- (a) Officers shall be elected for a one year term.
- (b) New Officers, as required, shall be elected at the Annual General Meeting.
- (c) Should the President's position become vacant, the Vice-President shall automatically assume the President's position and shall then proceed to fill the vacancy until the next Annual General Meeting.
- (d) Should either of the Vice-President or Secretary-Treasurer positions become vacant, an interim replacement shall be elected by the membership to serve until the next Annual General Meeting.

Section 3: Duties of the President

The President Shall:

- (a) Have general supervision of the affairs of the Association.
- (b) Be a signing officer of the Association.
- (c) Call meetings of the Association, and shall preside at all such meetings unless otherwise designated.
- (d) Be responsible for the preparation of the Agenda for all meetings.
- (e) Be responsible for the preparation of periodic reports of the activities of the Association for the membership.
- (f) Present a resume of the year's activities for the Association to the Annual General Meeting.

- (g) Sign all certificates of membership, contracts and/ or such other documents and instruments relating to the business affairs of the Association, as may require the President's signature.
- (h) Shall be an ex officio member of all Committees of the Association.

Section 4: Duties of the Vice-President

The Vice-President Shall:

- (a) Exercise the duties of the President in the absence of the President.
- (b) Perform such duties and functions as may be assigned by the President.

Section 5: Duties of the Secretary-Treasurer

The Secretary-Treasurer Shall:

- (a) Be responsible for the preparation and distribution of such correspondence as may be required by the Association.
- (b) Be responsible for the recording of the Minutes of the meetings of the Association.
- (c) Be responsible for the preparation of the official Minutes for each meeting of the Association and for distribution of a copy to each member of the Association.
- (d) Be responsible for the distribution of notices of the Annual General Meeting or any special meeting to all members of the Association.
- (e) Counter-sign all certificates of membership, contracts, and/or such other documents and instruments relating to the business affairs of the Association as may require the signature of the Secretary.
- (f) Ensure secure custody of and be responsible for all funds and securities of the Association, and ensure deposit of the same in the name of the Association in such bank(s) or other financial institution(s) as may be designated by the Association.
- (g) Be a signing Officer of the Association.
- (h) Be responsible for the maintenance of full and accurate accounts of all receipts and disbursements of the funds of the Association.

- (i) Be responsible for the preparation of a financial report for each meeting and a full financial report for the year for the Annual General Meeting of the Association.
- (j) Be responsible for the distribution to each member of the statement of Annual Fees and Dues.
- (k) Be responsible for the distribution of reminder notices to all members who have not paid the annual fee within sixty (60) days.
- (l) Be responsible for the presentation of the financial statements at the Annual General Meeting of the Association and for the presentation of the books for auditing at the end of the fiscal year if requested by the membership of the Association as provided for herein.
- (m) Perform such other duties as may be incidental to the office business affairs of the Association.
- (n) Be responsible to ensure that certificates of membership, lists of members, and procedures for new applications to the Association are processed and developed in an orderly and prompt fashion.

ARTICLE XI - EXECUTIVE DIRECTOR

The Executive Director is responsible for the overall coordination of activities of the Association.

The Executive Director will report to the Executive of the Association through the President. Staff or contractors engaged to carry out administrative work for the Association will report to the Executive Director. Reporting relationships with respect to other staff or contractors who may be engaged by the Association will be confirmed on a case by case basis, in consultation with the President.

The Executive Director will perform the duties outlined below as well as any others assigned by the President or Executive Committee.

The Executive Director shall:

- (a) Coordinate all activities of the New Brunswick Association of Private Colleges and Universities.
- (b) Liaise, on behalf of the Association, with Government and other stakeholders.
- (c) Expand the services of the Association to better meet the needs of private Occupational training institutions.

- (d) Manage the Association budget.
- (e) Develop, implement and monitor the Quality Assurance Program, Instructor Development Program and other initiatives of the Association.
- (f) Explore the need for the Association to pursue private legislation, make recommendations on the same and oversee the process of developing such private legislation if mandated by the Association.

ARTICLE XII - NOMINATIONS AND ELECTIONS

Section 1: Nominating Committee

- (a) At least three months prior to an Annual General Meeting, the President shall, with the approval of the Executive Committee, appoint from the Active Membership the Chairperson of the Nominating Committee.
- (b) The Chairperson of the Nominating Committee shall, with the approval of the Active Membership, appoint two persons to serve as members of the Nominating Committee.
- (c) The Nominating Committee, after obtaining the consent of the nominees to fill offices, shall prepare and present to the Executive Committee, prior to the Annual General Meeting, a slate of Officers and Directors to be selected at the Annual General Meeting. The outgoing President shall automatically become Immediate Past-President.
- (d) At least four weeks prior to the Annual General Meeting, the Chairperson of the Nominating Committee shall mail a copy of the slate to every Active Member of the Association.
- (e) An Active Member of the Association in good standing may send to the Nominating Committee, in writing, no later than three weeks prior to the Annual General Meeting, the name of a candidate, provided such candidate is in good standing, meets the requirements set out hereinbefore, has agreed and the nomination has been seconded.
- (f) Additional nominations are permitted at the Annual General Meeting.

Section 2: Elections of Officers

- (a) It shall be the duty of the Chairperson of the Nominating Committee to conduct the election of the Officers at the Annual General Meeting.

- (b) The Chairperson of the Annual General Meeting shall appoint two members of the Association who are not candidates for election to act as scrutineers.
- (c) Each Active Member in good standing, or the member's duly appointed representative, shall have the right to cast one vote in an election. The member or designated representative must be present in person to cast a vote.
- (d) If more than one person is nominated for an office, there will be as many ballots cast as required to obtain a majority vote for a nominee to the office.
- (e) Where there are more than the required number of persons nominated as Officers, there will be as many ballots cast as is necessary to eliminate the nominees with the least votes in order to obtain the required number of Officers. The election shall be by secret ballot on the prescribed ballot form.
- (f) Additional nominations are permitted at the Annual General Meeting.

ARTICLE XIII - RULES OF ORDER AT MEETINGS

- (a) Unless otherwise provided either by these By-laws or by rules and regulations established pursuant hereto, all meetings of the Association and Committees shall be conducted by generally accepted Canadian Parliamentary procedure - Roberts Rules of Order (Revised).

ARTICLE XIV - INDEMNIFICATION

Every Officer of the Association and every other person who has in good faith undertaken, or is about to undertake, any liability on behalf of the Association, his heirs, executors, administrators or other legal personal representatives, shall from time to time be indemnified and saved harmless by the Association from and against:

- (a) Any liability and all costs, charges and expenses that the person sustains or incurs in respect of anything done or permitted by the person in respect of the execution of the duties of the person's office.
- (b) All other costs, charges and expenses that the person sustains or incurs in respect of the affairs of the Association.

ARTICLE XV - AMENDMENT TO THE BY-LAWS

- (a) These By-laws may be amended by a two-thirds (2/3) majority vote of the membership.
- (b) At least two weeks prior to an Annual General Meeting or other general meeting at which an amendment will be presented, a copy of such amendment must be sent to every Active Member of the Association.

ARTICLE XVI - EXECUTION OF CONTRACTS AND OTHER DOCUMENTS

Contracts, documents, cheques, drafts, orders for payment of money, notes, acceptances, bills of exchange or other instruments in writing requiring execution by the Association may be signed by any two of the Secretary-Treasurer, the President, the Vice President, the Past President, the Executive Director or the staff member or contractor designated for such purposes. All such documents or instruments in writing so signed shall be binding upon the Association without any further authorization or formality.