

CAM/p16/0316/5

# BY-LAWS



**world university  
service of canada**

P.O. Box 3000, Station C,  
Ottawa, Ontario,  
K1Y 4M8

1989



WORLD  
UNIVERSITY SERVICE  
OF  
CANADA  
CONSTITUTION

AMENDED OCTOBER 1989

document E-82-09-06



### CONSTITUTION NOTES

World University Service of Canada was incorporated under PART II of the Canadian Companies Act (1934) on October 1, 1957.

The application for the issue of Letters Patent involved the submission of a Memorandum of Agreement and By-Laws.

The purposes and objects of WUSC are as provided in Article 1 of the Memorandum of Agreement, which is reproduced here, and which was signed by:

J.S. Morgan, A.J. Coleman, T.H.B. Symons, J.B. Dorsey,  
M.L. Friedland, C.T. Grant, A. Jeffrey, G.M. Keyes.  
C.J.F. Provencher, H.I. MacDonald, P.C.E. Clapp,  
M.E. Lawson, E.A. Forsey, P. Dansereau, R. Paton, and  
H.J. Whalen who became the first directors.

The By-Laws have been amended on several occasions. As reproduced here, they include all amendments duly passed and approved to date.

The WUSC Constitution, therefore, consists of the Memorandum of Agreement taken together with the By-Laws currently in force.



## MEMORANDUM OF AGREEMENT

1. We, the undersigned, do hereby severally covenant and agree each with the other and each of them to become incorporated under the provisions of Part II of the Companies Act, 1934, as a corporation without share capital under the name of WORLD UNIVERSITY SERVICE OF CANADA, and in French as l'ENTRAIDE UNIVERSITAIRE MONDIALE DU CANADA or such other name as the Secretary of State may give to the corporation, for the purpose of carrying on in more than one province of Canada without pecuniary gain to its members, the objects following:
  1. To foster a spirit of international co-operation and concern among the Canadian academic community and general public by:
    - i) extending material aid or professional services throughout the world to meet long and short-term needs of developing countries by assisting self-help enterprises;
    - ii) enabling students and teaching staff from other countries to pursue higher education or training in Canada;
    - iii) encouraging Canadian students and faculty members to become interested and involved in developing countries;
  2. To do all such other things as are incidental or conducive to the attainment of the above objectives or any of them.
2. We, the undersigned do further severally covenant and agree each with the other and each of them that the corporation shall be carried on without pecuniary gain to its members and that any profits or other accretions to the corporation shall be used in promoting its objectives.
3. The subscribers hereto shall be the first members of the corporation and the corporation shall consist of the subscribers and of those who shall hereafter duly become members of the corporation in accordance with the By-Laws from time to time in force.
4. The first directors of the corporation (to be designated in the By-Laws of the corporation as members of the Board of Directors) shall be as set out in the petition herein.
5. If the Corporation shall be wound up or shall decide to surrender its charter, all the property and assets of the Corporation remaining after payment or provision for payment of all of its debts, liabilities and other obligations shall be wholly applied and used to effect a charitable or educational purpose without gain or advantage to any member of the Corporation or shall be paid, transferred, assigned, conveyed and delivered to some other corporation or corporations then existing and having objects of a charitable or educational character, no part of the property or assets of which other corporation or corporations may be applied for the personal gain or advantage of any member thereof or of any member of the Corporation.



BY-LAWSNAME

1. The name of the Corporation, hereinafter called the Corporation, shall be in English, WORLD UNIVERSITY SERVICE OF CANADA and, in French, l'ENTRAIDE UNIVERSITAIRE MONDIALE DU CANADA.

LANGUAGES

2. The official languages of the Corporation shall be English and French.

HEAD OFFICE

3. The Head Office of the Corporation shall be in the City of Ottawa and in the County of Carleton, Province of Ontario.
4. The corporate seal of the Corporation shall be in the form approved by the Board of Directors.

MEMBERSHIP

5. Applications for membership shall be received and confirmed by the Board of Directors subject to the right to appeal its decisions concerning the eligibility of applicants to the Annual or General Assembly.

There shall be three forms of membership:

- 1- Institutional membership
- 2- Alumni Association membership
- 3- Local Committee membership

5.1 Institutional Membership

The Board of Directors may confirm as institutional members applicants who fulfill the following conditions:

- a) The applicant is a post-secondary institution operating in Canada.
- b) The principal office or a principal branch of the applicant is located in Canada.
- c) The applicant agrees to support the objects of the Corporation.
- d) The applicant applies for membership on the form approved by the Board of Directors.
- e) The applicant pays the annual membership subscription designated from time to time by the Board of Directors.



- f) Each institutional member names one delegate to the General or Annual Assemblies and that delegate is entitled to one vote.

## 5.2 Alumni Association Membership

The Board of Directors of the Corporation may confirm as members of the Alumni Association persons who fulfill the following conditions:

- a) who have been actively involved in WUSC activities by either:
- having served on the Board of Directors;
  - having participated on a WUSC annual seminar;
  - having worked on an overseas programme under the auspices of WUSC;
  - having been a recognized member of a ratified WUSC Local Committee;
  - having assisted WUSC as a member of a homestay family; or,
  - having worked as a permanent staff member; and
- b) who support the objects of the Corporation; and
- c) who make a financial contribution to WUSC, in the given fiscal period, of a minimum amount set from time to time by the Board of Directors.

The Alumni Association shall be represented at General or Annual Assemblies of the Corporation by 15 voting delegates elected from among its membership. The election may be held by a mail vote in advance of the Assembly and ratified at a general meeting of the Alumni Association held prior to the Assembly. Of those 15 voting delegates, no more than 50% shall be currently employed by WUSC.

## 5.3 Local Committee Membership

The Board of Directors may confirm as Local Committee members, applicants who fulfill all the following minimum requirements:

- a) The applicant is composed of at least five (5) persons including, but not restricted to, both students and faculty associated with the designated post-secondary institution.
- b) The applicant agrees to support the objects of the Corporation and each year holds at least one activity sponsored by WUSC in Canada.
- c) The applicant applies each year for membership on the forms approved by the Board of Directors.
- d) The applicant pays the annual membership subscription designated from time to time by the Board of Directors.



The Board of Directors shall establish guidelines concerning the structure and responsibilities of Local Committees, and acknowledge the formation of such Local Committees to promote the objectives of the organization.

Each Local Committee shall be represented at Annual or General Assemblies of the Corporation by one (1) voting delegate elected from among its members at a meeting duly held for that purpose, prior to the Assembly. Minutes of this meeting and a list of the members present thereat signed by at least three (3) members attending shall be submitted to the Board of Directors prior to each General or Annual Assembly of the Corporation.

Local Committees may seek individual incorporation but they shall not use the name of World University Service of Canada in doing so.

#### TERMINATION OF MEMBERSHIP

6. Institutional memberships terminate with the dissolution or termination of operations of the institution or the failure to renew membership. Local Committee memberships terminate when the committee fails to meet annual requirements set by the Board of Directors for recognition or by failure to renew membership. Institutional members may terminate their membership by written notice to the President of the Board of Directors. Such a notice should be signed by a senior executive of the said institution. Local Committees may terminate their membership at any time by written notice to the President of the Board. Such a notice shall be accompanied by the minutes of the meeting at which such a decision was voted and signed by all the members of the Local Committee present thereat.
7. The membership of each member of the Alumni Association shall be terminated by such member's death, by written notice from such member to the President of the Corporation or by failure to renew membership within one month of its termination.

#### GENERAL ASSEMBLIES

8. The Annual Meeting of the members, hereinafter referred to as the Annual Assembly, shall be held at the Head Office of the Corporation or at such other place in Canada on such day in each year as the Board of Directors may from time to time determine for the purpose of receiving the report and recommendations of the said Board and the financial statements of the Corporation as at the end of its last financial year and the report of the auditors thereon, electing members of the Board of Directors, appointing auditors and fixing or authorizing the Board of Directors to fix their remuneration and for the transaction of such other business as may properly be brought before the meeting.



9. The Board of Directors shall have power to call a special meeting of the Corporation hereinafter referred to as a General Assembly, at any time. The President or the Vice-President, at the request of a majority of the members of the Board of Directors, shall proceed forthwith to call a General Assembly. General Assemblies shall be held in the municipality in which the Head Office of the Corporation is situated save that if the Board of Directors shall so determine, a General Assembly may be held at any other place in Canada.
10. No public notice or advertisement of any Annual or General Assembly shall be required but notice of the time and places of each such meeting shall be given to all members of the Corporation not less than 14 clear days before the day on which the meeting is to be held. Notice of a General Assembly shall state the business which is to be transacted at it.
11. One-third (1/3) of the delegates eligible to vote thereat shall constitute a quorum for the transaction of business at any Annual or General Assembly.
12. At meetings of the Annual or General Assemblies, the following people shall have the right to vote:
  - a) a delegate named by an institutional member, who has paid the required registration fee;
  - b) each of the 15 delegates duly selected to represent the Alumni Association of the Corporation, who has paid the required registration fee;
  - c) each delegate who has been duly elected by a Local Committee and who has paid the registration fee prescribed by the Board of Directors;
  - d) each member of the Board of Directors who is not otherwise a delegate named or selected under paragraphs a) to c).
13. At all meetings of the Annual or General Assembly every question shall, unless otherwise required by the Letters Patent or By-Laws of the Corporation or By-Law, be decided by a majority of the votes duly cast on the question.
14. At all meetings of the Annual or General Assembly every question shall be decided by a show of hands unless a poll thereon be required by the Chairman or be demanded by any delegate. A declaration by the Chairman of the meeting of the Assembly that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of or against such resolution. A demand for a poll may be withdrawn at any time prior to the taking of the poll.



15. If a poll be required by the Chairman of the meeting or be demanded by any delegate and the demand not be withdrawn, a poll upon the question shall be taken in such manner as the Chairman of the meeting directs. Upon a poll each delegate who is present in person and entitled to vote shall have one vote and the result of the poll shall be the decision of the Corporation in Annual or General Assemblies, as the case may be, upon the question. The President of the Corporation or his appointee shall chair every Annual or General Assembly and be entitled to vote thereat.
16. In case of an equality of votes at any Annual or General Assembly either upon a show of hands or upon a poll, the Chairman of the meeting shall be entitled to a casting vote, regardless of the vote he may have cast under section 15 of these By-Laws.

#### THE BOARD OF DIRECTORS

17. Subject to the responsibilities and powers designated in the By-Laws to the Annual or General Assembly, the affairs of the Corporation shall be managed by a Board of Directors of from 18 to 23 members, which shall be constituted as follows:
  - a) The President, Vice-President and Treasurer of the Corporation, as specified in Sections 29, 30 and 31;
  - b) Five (5) regional representatives, one from each of the following regions: the Atlantic provinces; Québec; Ontario; Manitoba and Saskatchewan; and Alberta and British Columbia;
  - c) Five (5) members-at-large;
  - d) Three (3) members elected from members of the Alumni Association;
  - e) The immediate Past President ex-officio or, in the event of his inability to serve, his replacement as specified in Section 29;
  - f) The Executive Director of the Corporation ex-officio;
  - g) At most three (3) student members-at-large, appointed according to the second paragraph, Section 18;
  - h) At most two (2) non-student members-at-large, appointed according to the second paragraph, Section 18.

Of the membership of the Board, at least five (5) must be francophone, of whom at least three (3) must be from Québec.

Ten (10) members of the Board, including the President or the Vice-President, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.



- 17.1 Those persons eligible for election to the Board of Directors shall be delegates, members of the Alumni Association, members of the Board of Directors and any person occupying an executive position with an institutional member. The presence of eligible persons at the Assembly at which they are seeking election is not required for election to the Board.
18. Subject to the exception contained in the second paragraph, the members of the Board of Directors shall be elected at the Annual Assembly to hold office until their successors are duly elected. Nominations of persons eligible to serve as members of the Board of Directors may be made by the nomination committee or by members of the Corporation prior to the Annual or General Assembly at which they are to be elected, or by delegates at meetings of the Annual Assembly. The election shall be by secret ballot. Retiring members of the Board of Directors shall be eligible for re-election if otherwise qualified.  
  
The members-at-large enumerated in paragraphs (g) and (h) of Section 17 shall be appointed by the Board of Directors. In the case of the student members-at-large, such appointments may be made where the Board deems the number of student representatives elected at the Annual Assembly to be insufficient.  
  
The President, Vice-President and Treasurer shall be elected for a period of one year each. The regional members and the members-at-large shall be elected in alternate years for a two-year mandate. The members from the Alumni Association shall be elected for two years. The term of members-at-large appointed by the Board shall extend until the election of a new Board at the next Annual Assembly.
19. Should no election of the Board of Directors take place at the Annual or General Assembly, the retiring members of the Board of Directors shall continue in office until their successors are subsequently elected. Such elections shall take place at a subsequent Annual or General Assembly.
20. Any members of the Board of Directors may at any time be removed from office by resolution passed by the votes of at least two-thirds (2/3) of the delegates at a meeting of the Annual or General Assembly. In case a member of the Board of Directors is so removed from office then a member, to fill the vacancy shall be elected for the remainder of the mandate at such a meeting. In case a vacancy shall otherwise occur, a member to fill the vacancy shall be appointed by the Board of Directors.
21. Any member of the Board of Directors may resign from his position on the Board by so notifying in writing the President of the Corporation. Such a resignation would come into effect immediately.
22. Meetings of the Board of Directors shall be held from time to time at the call of the President or any five (5) members of the Board of Directors. The Executive Director shall call meetings when directed or authorized by the President or by any five (5) members of the Board of



Directors. All members not present at the time a future meeting of the Board of Directors is called shall be given notice at least 72 hours prior to the time of the meeting.

23. The Board of Directors may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board of Directors fixing the place and time of regular meetings of the Board shall be sent to each member of the Board forthwith after being passed, but no other notice shall be required for any such regular meeting.
24. Each newly-elected Board of Directors may without notice hold its first meeting for the purpose of organization.
25. Meetings of the Board of Directors may be held at the Head Office of the Corporation or at any other convenient place in Canada.
26. Every question arising at any meeting of the Board of Directors shall be decided by a majority of the votes cast thereon. Each member of the Board of Directors shall have one vote. In case of an equality of votes upon a question at any meeting of the Board of Directors the Chairman of the meeting shall have a casting vote. If so demanded by any member of the Board of Directors present all votes at any such meetings shall be taken by ballot, but if no demand for a ballot be made the votes shall be taken by the members of the Board of Directors intimating in the usual way their respective assents or dissents, upon the question in issue. A declaration by the Chairman of the meeting of the Board of Directors that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the said resolution. The President of the Corporation shall be entitled to vote at such meetings.
27. The Board of Directors of the Corporation may,
  - a) from time to time pass By-Laws not contrary to law and repeal, amend or re-enact By-Laws but every By-Law and every repeal, amendment or re-enactment thereof shall be submitted to the Annual Assembly for confirmation, rejection or amendment of the By-Law, amendment, repeal or re-enactment.
  - b) administer the affairs of the Corporation in all things and make or cause to be made for it and in its name contract or contracts which the Corporation may lawfully enter into and may exercise and do or cause to be exercised and done for and on behalf and in the name of the Corporation all such other powers and all such other acts and things as the Corporation has power to exercise and do and as are not by the Companies Act or these By-Laws required to be exercised in Annual or General Assemblies.
28. The duties of the Board of Directors shall include:



To seek to implement the recommendations of the Annual or General Assembly by providing guidelines for action by members of committees and by directives to the Executive Director.

29. Subject to the authority of the Board of Directors, the President shall chair all the meetings of the Corporation, conduct the affairs of the Executive Committee and see to the implementation of the decisions of the Board of Directors. Where practicable, he/she will represent the Corporation at meetings, but the President of the Board of Directors may designate other members of the Corporation to be present at such meetings. In consultation with such other members of the Board of Directors as are readily available, the President shall prescribe any action to be taken by the Corporation in situations where resolutions of the Annual or General Assembly or Board of Directors have not predetermined the course to be followed. Such action shall be reported immediately to the Board of Directors.

Upon termination of his/her one year mandate the President of the Board of Directors may seek another mandate by running for re-election but at the end of his/her last mandate as President of the Board of Directors he or she may remain on the Board of Directors and on the Executive Committee as Past President. If the outgoing President does not choose to remain as Past President, the position of Past President is replaced by a member-at-large on the Board of Directors and Executive Committee who may be elected or appointed in accordance with the appropriate procedure applicable to the positions of President, Vice-President and Treasurer.

30. During the absence or inability of the President his duties may be performed and his powers may be exercised by the Vice-President. If the Vice-President exercises any such power of duty, the absence or inability of the President shall be presumed with reference thereto. The Vice-President shall also perform such duties and exercise such powers as the President may from time to time delegate to him or the Board of Directors may prescribe.

31. Candidates for the position of Treasurer should have a background and experience in financial administration.

The Treasurer shall keep or cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation, and, under the direction of the Board of Directors, shall control the deposit of money, the safekeeping of securities and the disbursements of the funds of the Corporation; he shall render to the Board of Directors at the meetings thereof, or whenever required of him, an account of the financial position of the Corporation; and he shall perform such other duties as may from time to time be prescribed by the Board of Directors.

32. The Board of Directors shall have power from time to time to appoint agents or attorneys for the Corporation with such powers (including the power to sub-delegate) as may be thought fit.



33. The members of the Board of Directors shall serve without compensation, but may, at the discretion of the Committee, be reimbursed the amounts of their out-of-pocket expenses incurred in respect of the performance by them of their duties as members of the Board of Directors. Confirmation by the members of the Corporation of any such reimbursement shall not be required.
34. It shall be the duty of every member of the Board of Directors who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Corporation to declare such interest to the extent, in the manner and at the time mutatis mutandis required by the applicable provisions of the Companies Act for the time being in force relating to directors of companies and to refrain from voting in respect of the contract or arrangement or proposed contract or arrangement in any such case mutatis mutandis as such voting is prohibited by the said Act in the case of directors of a company. In as much as it may be desirable for the Corporation to have business dealings and to enter into contracts or other transactions with other corporations or associations in which members of the Board of Directors, or someone or more of them, have an interest, therefore if a member of the Board of Directors shall have complied fully with the foregoing provisions of this paragraph of this By-Law:
- a) The said member of the Board of Directors shall not by reason of having an interest in any such other corporation or association with which the Corporation is about to enter into any contract or arrangement or transaction or with which the Corporation shall have entered into any contract or arrangement or transaction, be disqualified as a member of the Board of Directors nor shall he be liable to account to the Corporation or to any of its members or creditors, by reason only of its holding that office or of the fiduciary relationship thereby established, for any profit realized by him from or in connection with any such contract or arrangement or transaction, and
  - b) no contract or arrangement or other transaction between the Corporation and any other corporation or association shall be affected by the fact that the said member of the Board of Directors is interested in the said contract or arrangement or transaction or is a shareholder, member, director, or officer of such other corporation or association.
35. No member of the Board of Directors of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other member of the Board of Directors or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or



effects of the Corporation shall be deposited, or for any loss occasioned by any error or judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

36. Every member of the Board of Directors and his heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all time be indemnified and saved harmless out of the funds of the Corporation from and against:
- a) all costs, charges and expenses whatsoever which such member of the Board of Directors 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 of thing whatsoever made, done or permitted by him in or about the execution of the duties of his office or alleged so to be;
  - b) all other costs, charges and expenses which 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.

#### THE EXECUTIVE COMMITTEE

37. The Executive Committee is formed by the President, Vice-President, Treasurer, Past President and the Executive Director of the Corporation.

The Executive Committee shall determine the remuneration and conditions of employment of all persons working in the Secretariat of the office and confirm those conditions in writing.

38. The Executive Committee may from time to time appoint sub-committees as may be necessary for the efficient conduct of the affairs of the Corporation for such terms of office and with such terms of reference as the Executive may deem fit within the objects of the Corporation as are not contrary to the law or Letters Patent or Supplementary Letters Patent granted to the Corporation.

In particular, the Executive Committee may appoint a nomination committee to assure a sufficient number of candidates with suitable qualifications to run for positions on the Board of Directors.

39. A quorum for any meeting shall be a majority of the members of the Committee.
40. The Chairman of any Committee shall be appointed by the Executive Committee of the Board of Directors from among the members of the Board of Directors, but the Board of Directors may appoint as members of such committees persons who are not by these By-Laws members of the Board of Directors.



41. The Executive Committee may require such members of the Board of Directors, employees and agents of the Corporation as the Executive Committee deems advisable to furnish bond for the faithful discharge of their duties, in such form and with such surety as the Executive Committee may from time to time prescribe.

#### STAFF

42. The Board of Directors shall appoint an Executive Director who shall be responsible for the employment of all personnel of the Corporation and the supervision of the work of other employees in accordance with directives of the Board of Directors. He shall give all notices required to be given to members of the Corporation and to members of the Board of Directors, he shall attend all meetings of the Board of Directors, of the Executive Committee and of the Corporation and shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings at such meetings; he shall be the custodian of the corporate seal and of all books, papers, records and other instruments and documents issued by the Corporation and which are required to be certified by or on behalf of the Corporation, and he shall perform such other duties as may from time to time be prescribed by the Board of Directors.
43. The Executive Director shall send to each member of the Board of Directors a report of the business transacted and resolutions passed at each meeting of the Annual or General Assembly and Board of Directors, within two weeks from the end of the meeting.

#### TRUSTEES, BANKING ARRANGEMENTS, CONTRACTS, SAFEKEEPING OF SECURITIES, ETC.

44. The Board of Directors, if authorized by By-Law, may from time to time appoint and remove such Trustees as the Board of Directors shall consider in the best interests of the Corporation for such purposes as the Board of Directors shall deem fit within the objects of the Corporation and as are not contrary to law or to Letters Patent or Supplement Letters Patent granted to the Corporation.
45. The banking business of the Corporation, or any part thereof, shall be transacted with such chartered bank of Canada, trust or company or other firm or corporation carrying on a banking business as the Board of Directors may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such one or more members of the Board of Directors and/or other persons as the Board of Directors may designate, direct or authorize from time to time by resolution and to the extent herein provided, including, but without restricting the generality of the foregoing, the operation of the Corporation's accounts; making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of



money; the giving of receipts for and orders for the payment of money, the giving of receipts for and orders relating to any property of the Corporation; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any act or thing on the Corporation's behalf to facilitate such banking business.

46. Deeds, transfers, contracts and obligations on behalf of the Corporation may be signed by the President or his appointee for this purpose and by the Executive Director or his appointee.

The Board of Directors may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, contract or obligation or any class of deeds, transfers, contracts or obligations of the Corporation may or shall be signed.

47. The Board of Directors may set aside out of the monies of the Corporation such sum as it thinks proper as a reserve fund to meet depreciation or contingencies or for repairing, improving or maintaining any of the property of the Corporation, or for such other purposes as the Board of Directors may think beneficial for the objects of the Corporation, or any of them, and the same may be applied accordingly from time to time in such manner as the committee shall determine. The Board of Directors may divide the fund into such special funds as it thinks fit and may consolidate into one fund any special funds or any parts of any special funds into which the reserve funds may have been divided as it thinks fit, with full power to employ the whole or any part of the assets constituting the reserve funds in furthering all or any of the objects of the Corporation without being under any obligations to keep the same separate from the other assets of the Corporation.

48. The Board of Directors is authorized from time to time:

- a) to borrow money upon the credit of the Corporation in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or any way of overdraft or otherwise;
- b) to issue debentures or other securities of the Corporation;
- c) to pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
- d) to mortgage, charge or pledge, or give security in any manner whatever upon, all or part of the property, real or personal, immoveable and moveable, undertaking and rights of the Corporation, present and future to secure any debentures or other securities of the Corporation, present or future, or any money borrowed or to be borrowed or any obligation or liability of the Corporation, present or future;



- e) to delegate to such officers of the Board of Directors as the Board of Directors may designate all or any of the foregoing powers to such extent and in such manner as the Board of Directors may determine.

This By-Law shall remain in force and be binding upon the Corporation as regards any party acting on the faith thereof, until a copy, certified by the Executive Director under the seal of the Corporation, of a By-Law repealing or replacing this By-Law shall have been received by such party and duly acknowledged in writing.

#### AUDITORS AND AUDIT OF ACCOUNTS

- 49. The provisions of the Companies Act for the time being in force relating to the appointment of auditors of a company shall apply mutatis mutandis to the appointment of an auditor of the Corporation, substituting however for the word company the words World University Service of Canada and for the word shareholders the words members of the Corporation and for the word directors the words members of the Board of Directors wherever the words respectively occur in the said provision of the said Act.

At each Annual Assembly the members of the Board of Directors shall lay before the Corporation:

- a) financial statements setting out the financial position of the Corporation as at the end of the last financial year and reporting the financial transactions during the year;
- b) the report of the auditor of the Corporation upon the said financial statements and upon his examination of the books of the Corporation.

The report shall state whether or not such auditor has received all the information and explanations which he has required and whether or not in his opinion the said financial statements are properly drawn up so as to exhibit a true and correct view of the state of the affairs of the Corporation as at the end of the financial year reported upon and to properly report the transactions during the year;

- c) such further information respecting the financial position of the Corporation as the Letters Patent, Supplementary Letters Patent or By-Laws of the Corporation required.

The auditor of the Corporation shall make such examination of its books and accounts as he shall consider requisite or necessary in order that he shall be able to make the report by this By-Law required to be laid before the Corporation.



FINANCIAL YEAR

50. Until otherwise ordered by the Annual Assembly, the financial year of the Corporation shall end on the 31st day of March in each year.

NOTICES

51. Any notice or other document to be given by the Corporation to a member of the Board of Directors shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his last address as recorded in the books of the Corporation or if mailed by prepaid ordinary mail in a sealed envelope addressed to him at his last address as recorded in the books of the Corporation or if sent by any means of wire or wireless communication addressed to him at such last address. A notice or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; and a notice or document so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of wire or wireless communication company or agency or its representative for dispatch.
52. Any member, or member of the Board of Directors may waive any notice required to be given under any provision of the Letters Patent or By-Laws of the Corporation or of the Companies Act for the time being in force relating to the giving of notice.

PROCEDURE

53. Where procedural questions arise, Robert's Rules of Order revised edition, will apply, except where these rules are superseded by the By-Laws of the Corporation, or are suspended by a vote of two-thirds (2/3) of the persons present and entitled to vote.

INTERPRETATION

54. In this By-Law and all other By-Laws of the Corporation, words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine gender; words importing persons shall include companies, corporations, partnerships and any number or aggregate of persons; the Board of Directors and the Board shall mean the Board of Directors of the Corporation and Letters Patent shall include Supplementary Letters Patent.



AMENDMENTS TO BY-LAWS

55. No amendment or modification of these By-Laws shall come into force unless and until the approval of the Minister of Consumer and Corporate

Affairs has been obtained and until it has been ratified by at least two-thirds (2/3) of the delegates present and eligible to vote at an Annual or General Assembly duly called for that purpose.