



# Constitution

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**Associated Alumni of Acadia University**

**May 2021**

## **ARTICLE 1: NAME**

1.01 The legal name of the Association shall be the Associated Alumni of Acadia University.

1.02 The operating name of the Association shall be Acadia Alumni.

## **ARTICLE 2: HEAD OFFICE**

2.01 The Head Office of the Association shall be located at Alumni Hall, in Wolfville, N.S.

## **ARTICLE 3: DEFINITIONS**

In this constitution:

- 3.01 “AAAU or Association” means the Associated Alumni of Acadia University and includes the Acadia Alumni.
- 3.02 “Acadia Alumni Funds” means funds under the control and oversight of the Association.
- 3.03 “Acadia University President” means the President and Vice Chancellor of Acadia University.
- 3.04 “Awards Committee” means the committee as defined in Article 15.
- 3.05 “Board or Board of Directors” means the Board of Directors as defined in Article 10.
- 3.06 “Board of Governors” means the Board of Governors of Acadia University.
- 3.07 “Bulletin” means the Acadia Alumni Bulletin magazine published by the University and any successor or replacement publication.
- 3.08 “Communications Committee” means the committee as defined in Article 13.
- 3.09 “Constitution” means this constitution of the AAAU.=
- 3.10 “Directors” means the directors of the Association as defined in Article 10.
- 3.11 “Executive” or “Executive Members” means the members of the Executive Committee as defined in Article 8.
- 3.12 “Executive Committee” means the committee as defined in Article 8 and 9.
- 3.13 “Finance Committee” means the committee as defined in Article 11.
- 3.14 “Governance Committee” means the committee as defined in Article 14.
- 3.15 “Member” means an individual who is a member of the AAAU pursuant to Article 5.
- 3.16 “Nominating Committee” means the committee as defined in Article 12.
- 3.17 “Officers” means the officers as defined in Article 6.
- 3.18 “University” means Acadia University.

#### **ARTICLE 4: OBJECTS**

The Objects of the AAAU are:

- 4.01 To bring about the unity and engagement of graduates and former students of Acadia University and to afford Members the opportunity to promote the best interests of the University.

#### **ARTICLE 5: MEMBERSHIP**

5.01 Regular Members shall include:

1. All holders of degrees, certificates, and diplomas of Acadia University;
2. Any person who has attended Acadia University for at least two years, has left the University in good standing, has made application to the AAAU for membership and has received approval of the Board of Directors; and
3. all graduates of the Acadia Ladies Seminary and Horton Academy.

5.02 Associate Members shall include:

1. Members of the Board of Governors of the University who are not otherwise entitled to membership in the AAAU;
2. Faculty and staff of the University, including retirees, who are not otherwise entitled to membership in the AAAU; and
3. Any other individual upon application to, and approval by, the Board of Directors.

5.03 Honorary Members:

1. Any person, other than a Regular Member, who receives an Honorary Degree from Acadia University shall be an Honorary Member of the AAAU.
2. The Board of Directors of the AAAU may from time to time designate individuals (who are not otherwise entitled to membership) as Honorary Members of the AAAU.

5.04 Any Member wishing to resign from or withdraw his or her membership in the AAAU shall be entitled to do so upon notifying the Board of Directors in writing of such intentions.

## **ARTICLE 6: OFFICERS**

6.01 The Officers of the AAAU shall include the following:

1. President;
2. Vice President;
3. Secretary;
4. Treasurer; and
5. Past President.

6.02 Only a Regular Member of the AAAU may hold office as an Officer.

6.03 Officers, with the exception of the Treasurer and Past President shall be elected for a two year term and shall not be eligible for re-election to a successive term in the same position.

6.04 The Treasurer shall be elected for a two year term and eligible to be re-elected for successive terms not to exceed a total of six years

6:05 The Past President shall serve a one year term.

6.06 In the event an Officer is unable to complete his or her term of office, the Executive Committee may appoint a Director to fill the office until the next Annual General Meeting of the AAAU.

## **ARTICLE 7: DUTIES OF THE OFFICERS**

### 7.01 The President shall:

1. supervise the general conduct of the affairs of the AAAU and the Executive Committee;
2. preside over all meetings of the AAAU and the Executive Committee;
3. sign documents on behalf of the AAAU;
4. be an appointee of the AAAU to the Board of Governors for the duration of their term as President;
5. act as spokesperson for the AAAU;
6. perform all duties incidental to the office; and
7. assume the role of Past President at the conclusion of their term as President.

### 7.02 The Vice President shall:

1. perform the duties of the President in his or her absence;
2. sign documents on behalf of the AAAU;
3. in the second year of their two year term as Vice President be an appointee of the AAAU to the Board of Governors for the duration of their term as Vice President;
4. perform all duties incidental to the office; and
5. assume the role of President at the conclusion of their term as Vice President.

### 7.03 The Secretary shall:

1. give notice of all meetings of the Board and all meetings of the Executive Committee;
2. have oversight for the minutes of the Association;
3. handle all the correspondence on behalf of the Association; and
4. perform all duties incidental to the office.

### 7.04 The Treasurer shall:

1. have oversight for all funds of the AAAU;
2. have oversight for the financial records of the AAAU;
3. preside over all meetings of the Finance Committee;
4. sign documents on behalf of the AAAU and the Finance Committee;
5. have oversight for reporting on the finances of the AAAU at each meeting of the Executive Committee, Board of Directors and at the Annual General Meeting; and
6. perform all duties incidental to the office.

### 7.05 The Past President shall:

1. be an appointee of the AAAU to the Board of Governors for the duration of his or her term in office;
2. serve as counsel to the current President;
3. serve on, and as Chair of, the Nominating Committee for a term of two years, including one year beyond his or her term as Past President; and
4. perform all duties incidental to the office.

## **ARTICLE 8: EXECUTIVE COMMITTEE**

8.01 The Executive Committee shall consist of a minimum of 7 members.

8.02 The Executive Committee shall include all Officers of the AAAU and a minimum of two additional Directors appointed by the Board of Directors. If deemed necessary or desired, the Board of Directors may appoint additional Directors to the Executive Committee.

8.03 Non-Officer members of the Executive Committee shall be appointed by the Board of Directors for a term of one year at the first meeting of the Board following the Annual General Meeting and are eligible to serve successive one year terms on the Executive Committee to a maximum of four years. In the event any Director appointed to the Executive Committee is unable to complete his or her term on the Executive Committee, the Board of Directors may appoint a successor Director to fill the vacancy for the remainder of such term.

8.04 The Executive Committee shall meet as follows:

1. when a meeting is called by the President; or
2. when a meeting is called by any three members of the Executive.

8.05 The Executive Committee shall meet at least four times annually and may meet more frequently when necessary to conduct the business of the AAAU.

8.06 The President shall serve as chair for Executive Committee meetings.

8.07 The President, and in his or her absence the Vice President, and in the absence of the President and the Vice President, any member of the Executive Committee present and chosen by the meeting shall preside at any meeting of the Executive Committee.

8.08 The Secretary shall give Notice to the Executive Committee of all planned or called meetings of the Executive Committee.

8.09 The Executive Committee may meet in person, by teleconference or by video conference.

8.10 Quorum for meetings of the Executive Committee is a majority of the members of the Executive Committee.

## **ARTICLE 9: DUTIES OF THE EXECUTIVE COMMITTEE**

9.01 The Executive Committee shall be responsible for the general conduct of the affairs of the AAAU and shall be accountable for such conduct to the Board of Directors and the membership of the AAAU.

9.02 The Executive Committee shall have authority at any time between meetings of the Board of Directors to exercise any or all of the powers of the Board of Directors.

9.03 The Executive Committee shall report to the Board of Directors respecting their actions on behalf of the Board of Directors and the AAAU.

9.04 The Executive Committee shall be responsible for the execution of documents on behalf of the AAAU which execution may be effected by such manner as authorized by resolution of the Executive Committee. When executed, the documents shall be binding on the AAAU.

## **ARTICLE 10: BOARD OF DIRECTORS**

10.01 The Board of Directors of the AAAU shall be composed of:

1. The Officers of the AAAU; and
2. a total of fifteen (15) Regular Members of the AAAU who shall be elected for a two year term and are eligible to be re-elected for successive terms not to exceed a total of six years.

10.02 The Board of Directors of the AAAU shall include as ex-officio members two (2) student representatives from the University as follows:

1. the sitting Grad Class President for Life; and
2. the immediate past Grad Class President for Life.

10.03 The Grad Class President for Life shall be appointed to the AAAU Board at the Annual General Meeting in the May following their election and shall sit for a two year term. For greater clarity, the two year term shall include their graduation year as sitting Grad Class President for Life plus the first year immediately following their graduation year as the immediate past Grad Class President for Life.

10.04 The Board of Directors of the AAAU may include as ex-officio members the following:

1. The Executive Director, Alumni Affairs and Advancement Strategy;
2. The Vice President of Advancement or their delegate; and
3. Any such person as the Executive Committee shall appoint from time to time.

10.05 The Directors and the Officers shall be the voting members of Board of Directors.

10.06 Ex-officio members of the Board of Directors shall be non-voting members.

10.07 The President, and in his or her absence the Vice President, and in the absence of the President and the Vice President, any member of the Executive Committee present and chosen at the meeting shall preside at any meeting of the Board of Directors of the AAAU.

10.08 The Board of Directors shall manage the affairs of the AAAU and shall have all powers necessary for this purpose.

10.09 The Board of Directors, on behalf of the AAAU, shall have the power to enter into arrangements for the purpose of establishing, maintaining, receiving monies for, and disbursing the Acadia Alumni Funds.

10.10 The Board of Directors shall meet at least three times a year and may meet more often as deemed necessary.

10.11 Quorum for meetings of the Board of Directors is a majority [one half the number of members of the Board of Directors plus one] present in person, by teleconference, or by video conference.

10.12 In the event that any member of the Board of Directors is unable to complete his or her term of office, the Executive Committee may appoint a successor to fill the office until the next Annual General Meeting of the AAAU.

## **ARTICLE 11: FINANCE COMMITTEE**

11.01 The Finance Committee shall consist of:

1. Treasurer;
2. Vice President; and
3. a minimum of three (3) additional Regular Members of the Association appointed by the Executive Committee at least two (2) of whom must be members of the AAAU Board of Directors.

11.02 The Executive shall take into consideration the requirement for an appropriate skill mix when making appointments to the Finance Committee. This skills mix shall include but not be limited to organizational finance management and investment management.

11.03 The Treasurer shall chair the Finance Committee.

11.04 The Executive Director, Alumni Affairs and Advancement Strategy, or their delegate shall be an ex-officio non-voting member of the Finance Committee.

11.05 The fiscal year of the AAAU shall be April 1 - March 31 in any year and may be changed from time to time by the Board of Directors.

11.06 The Finance Committee is to provide an oversight of financial matters of the Association and advice to the Executive Committee and the Board of Directors on financial matters. The role also includes all those powers delegated by the Board of Directors.

11.07 The Finance Committee shall be responsible for:

1. Preparation of an annual budget to be recommended for the approval of the Board of Directors;
2. Preparation of an investment strategy to be recommended for the approval of the Board of Directors as well as providing oversight, assessing performance and recommending amendments to the strategy as required;
3. Managing, reviewing and overseeing all service contracts and affinity partnerships entered into on behalf of the AAAU;
4. Preparing an annual financial report and presenting it at the Annual General Meeting of the Association;
5. Managing, reviewing and providing oversight of expenditures of Acadia Alumni Funds.
6. Preparation of quarterly reports on the Association's financial performance and submitting these reports to the Executive Committee;
7. Providing recommendations to the Executive Committee and the Board of Directors on matters of a financial nature; and
8. any other matters as the Board of Directors may request from time to time as is deemed necessary or advisable.

## **ARTICLE 12: NOMINATING COMMITTEE**

12.01 The Executive Committee shall appoint a Nominating Committee consisting of the:

1. Past President;
2. President;
3. Vice President;

4. immediate past Grad Class President for Life; and
5. one Director as nominated by the Executive Committee.

12.02 The Past President shall Chair the Nominating Committee.

12.03 The Executive Director, Alumni Affairs and Advancement Strategy, or their delegate shall be an ex-officio non-voting member of the Nominating Committee.

12.04 The Nominating Committee shall:

1. Solicit candidates for nomination from within the Regular Members for all vacant Officer and Director positions on the Board of Directors;
2. Prepare background information on all candidates;
3. Obtain acknowledgement from each candidate of their willingness to accept an appointment to serve on the Board of Directors; and
4. Select final nominations for recommendation on behalf of the Board of Directors to the Members at the Annual General Meeting.

12.05 The Nominating Committee shall report to the Members at the Annual General Meeting on all nominations for vacant positions of Officers and Directors.

12.06 The Nominating Committee shall be responsible for appointments to the Board of Governors pursuant to Article 18.02.

## **ARTICLE 13: COMMUNICATIONS COMMITTEE**

13.01 The Executive Committee shall appoint a Chairperson of the Communications Committee from amongst the Board of Directors for a one year term who shall be eligible for reappointment for successive terms in the same position.

13.02 The Executive Committee shall appoint a minimum of three additional Members, two of whom must be Directors.

13.03 The Executive Director, Alumni Affairs and Advancement Strategy, or their delegate shall be an ex-officio non-voting member of the Communications Committee.

13.04 The Communications Committee shall be responsible for:

1. the communications and editorial policies of the AAAU;
2. oversight of the Bulletin;
3. oversight of the various electronic communication media utilized by the Association including the E-newsletter and AAAU website; and
4. any other matters as the Board of Directors may request from time to time as is deemed necessary or advisable.

## **ARTICLE 14: GOVERNANCE COMMITTEE**

14.01 The Executive Committee shall appoint a Chairperson of the Governance Committee from amongst



the Board of Directors for a one year term who shall be eligible for reappointment for successive terms in the same position.

14.02 The Chairperson of the Governance Committee shall form a committee from the members of the Board of Directors and act as Chairperson of all meetings of the Committee.

14.03 The Executive Director, Alumni Affairs and Advancement Strategy or their delegate shall be an ex-officio non-voting member of the Governance Committee.

14.04 The Governance Committee shall be responsible for:

1. development of, and recommendations to, the Board on the Association's approach to governance issues;
2. periodically reviewing the adequacy and effectiveness of governance documents including the Constitution, by-laws, policies, and procedures, making recommendations for change, as appropriate, to the Board of Directors;
3. developing and overseeing the annual performance review process for the full Board, the self-assessment by individual Directors and performance assessment of Board committees;
4. periodically reviewing the Association's governance practices, taking into consideration established governance best practices;
5. reporting and making recommendations to the Board on issues related to compliance with relevant legislation; and
6. any other matters as the Board of Directors may request from time to time as is deemed necessary or advisable.

## **ARTICLE 15: AWARDS COMMITTEE**

15.01 The Executive Committee shall appoint a Chairperson of the Awards Committee from amongst the Board of Directors for a one year term who shall be eligible for reappointment for successive terms in the same position.

15.02 The Chairperson of the Awards Committee shall form a committee and act as Chairperson of all meetings of the Committee.

15.03 The Executive Director, Alumni Affairs and Advancement Strategy or their delegate shall be an ex-officio non-voting member of the Nominating Committee.

15.04 The Awards Committee shall be responsible for:

1. the nomination process, selection process and promotion process for all Awards presented by the AAAU or in the name of the AAAU;
2. the ongoing evaluation of all Awards both active and inactive presented by the AAAU and the identification of any deficiencies or gaps in the AAAU Awards portfolio, to insure the awards align with the AAAU mission, objectives and purpose; and
3. any other matters as the Board of Directors may request from time to time as is deemed necessary or advisable.

## **ARTICLE 16: COMMITTEES**

16.01 The Board of Directors may appoint such other committees from time to time as is deemed necessary or advisable.

## **ARTICLE 17: ELECTIONS**

17.01 The election of all Officers and Directors shall be held at the Annual General Meeting.

17.02 The voting procedure for the election of the Officers and Directors shall be based on simple majority.

17.03 The exact count of the vote shall be recorded and given to the President. If the vote is by ballot used ballots shall be returned to the President for safe-keeping for three (3) months.

17.04 The newly elected Officers and Directors shall assume their duties at the close of the Annual General Meeting.

## **ARTICLE 18: APPOINTMENTS TO THE BOARD OF GOVERNORS**

18.01 The AAAU shall appoint twelve (12) of its Members as appointees to the Board of Governors of the University, which shall be appointed as follows:

1. Five (5) Members shall be appointed every three years for a six-year term;
2. Appointees shall serve a maximum of two successive terms;
3. Notwithstanding sub-section 2) above, subject to the policies and procedures of the Board of Governors, an appointee's term limit of two successive terms may be amended by a motion of the Board of Directors; and
4. The Vice President (appointed in their second year), President (for their two-year term) and Past President (for their one-year term) of the AAAU shall hold two (2) of the twelve (12) AAAU appointments to the Board of Governors at any given time. Upon completion of their term of office, resignation from office, or removal from office, they shall be deemed to have resigned from the Board of Governors of the University.

18.02 The Nominating Committee, on behalf of the Board of Directors and the AAAU, shall be responsible for:

1. Soliciting nominations and candidates for all vacant AAAU positions on the Board of Governors of the University;
2. Preparing background information on all nominees or candidates; and
3. Obtaining acknowledgement from each nominee or candidate of their willingness to accept the AAAU's appointment to serve on the Board of Governors.

18.03 The Nominating Committee shall prepare and present to the Board of Directors a report on the nominations along with the Nominating Committee's recommendations for appointment to the Board of Governors.

18.04 The Board of Directors, on behalf of the AAAU, shall vote to elect the AAAU appointees to the Board of Governors from the nominees put forth by the Nominating Committee.

18.05 The Board of Directors shall announce the appointees on behalf of the AAAU to the Board of Governors at the Annual General Meeting.

18.06 The Board of Directors shall publish a brief biography of each appointee on behalf of the AAAU to the Board of Governors.

18.07 Any vacancy of the AAAU's appointments to the Board of Governors may be filled by appointment by the Nominating Committee and such an appointee shall hold office until the expiration of the term of office of the Governor whose seat is vacated.

## **ARTICLE 19: ANNUAL GENERAL MEETING**

19.01 The Annual General Meeting of the AAAU shall take place at the time of the closing exercises of the University. Notice of such meeting shall be made public to the Regular Members.

19.02 The Board of Directors shall present to the Annual General Meeting a full report of its proceedings during the year.

19.03 The Treasurer shall present an interim financial statement to the Annual General Meeting.

19.04 The Treasurer shall present the financial statement of the AAAU to the Board of Directors. A summary of the final financial statement shall be published in the Bulletin.

19.05 Only a Regular Member may vote at the Annual General Meeting or any special meetings, whether by mail-in vote or in person.

19.06 Those Regular Members present at the Annual General Meeting shall constitute quorum.

## **ARTICLE 20: BY-LAWS**

20.01 The Board of Directors shall have the power to make By-laws of the Board.

20.02 Proposed By-laws shall be provided to members of the Board at least thirty (30) days before any meeting of the Board in which a resolution will be made proposing to amend, delete, or approve a By-law.

20.03 A By-law shall be approved by majority vote of the members of the Board of Directors present at the meeting in which a resolution is made proposing to amend, delete, or approve a By-law.

## **ARTICLE 21: CONSTITUTIONAL AMENDMENTS**

21.01 The Constitution may be amended at any Annual General Meeting of the AAAU by approval of two-third majority vote of the Regular Members present at the Annual General Meeting.

21.02 Notice of any proposed Amendment to the Constitution shall be given in writing to the Members at least ninety (90) days in advance of the Annual General Meeting.

21.03 Notice to the Membership shall be deemed to be given by the following:

1. publishing an announcement on the University Alumni webpage;
2. circulating an announcement to the Alumni membership by email, electronic newsletter or both;  
and
3. publishing an announcement in the Bulletin where possible taking into consideration the publication schedule of the Bulletin.