



Canadian Association for Co-operative Education  
Association canadienne de l'enseignement coopératif

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www.cafce.ca

**Canadian Association for Co-operative Education  
Annual General Meeting  
Thursday, November 5, 2009  
8:30 – 10:30am PT (Pacific Time)  
SFU Harbour Centre**

**MINUTES**

- 1.0 Opening Remarks Anil Raheja

Harriet Chicoine, current ACE President welcomed everyone to the meeting whether attending virtually or physically. Harriet introduced Anil Raheja to the members.

Anil Raheja welcomed and thanked the members for attending the 2008/09 Annual General Meeting. Anil thanked the ACE President and ACE Members for partnering with CAFCE. History is being made by holding the first AGM outside of Toronto area.

- 2.0 Appointment of Parliamentarian Anil Raheja  
Muriel Klemetski from Simon Fraser University was appointed Parliamentarian for the meeting.

- 3.0 Approval of the Agenda

**Motion to approve the agenda**

Motion to Approve: Claudia Sperling, University of Victoria

Seconded by: Gloria Darroch, Camoson College

**All in favour, CARRIED**

- 4.0 Approval of Minutes (November 6, 2008)

**Motion to approve the minutes**

Motion to Approve: Harriet Chicoine, Simon Fraser University

Seconded by: Bevin Heath Hansley, Camoson University

**All in favour, CARRIED**

- 5.0 Reports

- 5.1 President's Report Anil Raheja

Reference to CAFCE 2008/09 Annual Report.

Anil stressed that we are making history and again thanked ACE and their members for making it a success. One of the goals of the present Board was to make CAFCE more inclusive. The Board limited the Board executive meetings and opened it to Board of Directors meetings in an attempt to be more inclusive. An historic agreement with WACE was initiated, partnering with them to allow CAFCE members membership in WACE. Any association is only as strong as its volunteers and Anil expressed how pleased he has been with the members over the past few years.

5.2 Treasurer's Financial Report

Shane Philippe

5.2.1 Approval of the 2008/09 Financial Report- Year-ended 08/31/09

Anil reported on behalf Shane Philippe who was not able to attend today's meeting. We have been using our surplus over the past few years but we need to note that the spending has been slowing down considerably. Anil also wanted to point out that the one significant amount under the liabilities for last year was already included in last year's statement. Most of it was profit sharing owing from the CAFCE 2008 conference.

**Motion to approve the 2008/09 Financial Report – Year ended 08/31/09**

Motion to Approve: Larry Isles, Thompson Rivers University

Seconded by: Stefan Kerry, Ryerson University

**All in favour, CARRIED**

5.2.2 Approval of appointing SEGAL & Partners LLP as auditor of the association for 2009/10 - Year ended 08/31/10

**Motion to approve the approval of appointing SEGAL & Partners LLP as auditor of the association for 2009/10**

Motion to Approve: Gwen Letfield, Simon Fraser University

Seconded by: Lynn Murchie, University of British Columbia

**All in favour, CARRIED**

6.0 Business arising from the minutes

6.1 CAFCE 2007/08 By-Law Amendment

Anil Raheja

The amendment (financial review instead of an annual audit) that was approved at the AGM last year was sent to be approved by the Federal Minister and declined. We are still trying to determine why we were refused to have an audit every few years instead of every year to help save the organization monies.

7.0 New Business

7.1 CAFCE 2008/09 Proposed By-Law Amendments

Anil Raheja

The By-Law Committee has agreed to look at the by-laws again early in the year for style and grammar. Anil asked for the audience's indulgence in overlooking the typos etc. and concentrate on the content for now.

**Amendment #1 (By-law 5.01, 5.01(f), 5.01(g))**

**Change the title "Director-at-Large (Employer)" to "Employer Representatives (Representatives-at-Large)" and to move the "Employer-at-Large" from the Executive Committee (elected) positions.**

*Rationale: The value of the contributions by the Regional Representatives equal that of the Employer Representative and to remove the onerous expectation from an employer to attend both Board and Executive Committee meetings. To edit grammar/typos.*

**5.01 Directors**

The affairs of the Corporation shall be managed by a Board of ~~fourteen~~ (14) Directors, each of whom at the time of election or appointment and throughout the term of office shall be a member of the Corporation. The Directors of the Association shall be:

*Executive Committee*

- (a) The President
- (b) The President-Elect
- (c) The Secretary
- (d) The Treasurer
- (e) The Past President
- ~~(f) The Director-at-Large (Employer)~~
- ~~(g) The Director-at-Large (Employer)~~

*Regional Representatives*

- 1. The Atlantic Region
- 2. The Quebec Region
- 3. The Ontario Region
- 4. The Manitoba Region
- 5. The Saskatchewan Region
- 6. The Alberta Region
- 7. The B.C./Yukon/~~N.W.T.~~ Region

*Employer Representatives*

- a) Representative-at-Large
- b) Representative-at-Large

The Executive Committee, in consultation with the Regional Representatives, shall appoint the Employer Representatives.

Discussion:

Anil explained the rationale behind the amendment: These positions have always been on the Board and have never been filled. The Board felt it important that employers be on the Board but in no way more valuable than the regional representatives.

**All in favour, CARRIED**

**Amendment #2 (By-law 5.02(b), 5.02(c), 5.02(d), 5.02(e), 5.02(g), 5.02(h), 5.02(i))**

**To increase the duration of the term for each of the positions of President-Elect, President, and Past President from one year to two years.**

*Rationale: To allow the President a lengthier time in office to allow him/her to be more productive during his/her term. The current by-laws were based on the association holding an annual conference which provided each President the opportunity to participate. CAFCE has gone to a biennial (every two years) conference and each President should be allowed the same opportunity. Provide the Executive Committee more continuity with the Office Manager. To edit grammar/typos.*

**5.02 Election of Directors**

- (a) All Directors of the Executive Committee except the President, Past President shall be elected by the membership. The Treasurer shall be appointed by the Board.
- (b) The President-Elect shall automatically become President of the Corporation ~~one two~~ (2) years after the commencement of ~~their-his/her~~ term of office as President-Elect.
- (c) Regional Representatives shall be chosen by members of their respective regions.
- (d) No person shall serve as President for more than ~~two four~~ (4) consecutive years.
- (e) If the Office of President becomes vacant during the term of office, ~~it will be filled by~~ the Past President and/or President-Elect. ~~The Past President and President-Elect~~ will discuss and determine ~~who how shall assume~~ the duties of President ~~will be assumed~~ for the balance of the term.
- (f) The election or appointment of the Executive Committee Directors shall be announced at the annual meeting, and these Directors will take office immediately subsequent the annual meeting and hold office until the following annual meeting or until a successor is elected or appointed.

(g) If the Office of the Past President becomes vacant during the term of Office, the Board may appoint a member who has served previously in the capacity of President to assume the duties of Past President for the balance of the term.

(h) Employer representatives shall be appointed by a majority of the Executive Committee and Regional Representatives, from time to time, as deemed appropriate.

(i) Appointed Employer Representatives shall be announced at the annual meeting, and these representatives will take office immediately subsequent the annual meeting and hold office until the following annual meeting or until a successor is appointed.

Discussion:

Anil wanted to stress that this amendment will only come into effect if approved for the next board and not the present board.

Anil wanted to add that there are two proposed amendments to the amendments that have been forwarded. These amendments are for more clarification.

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1<sup>st</sup> amendment to proposed amendment to bylaws

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To add wording to article 5.02(b) as follows:

The President shall automatically become Past President two (2) years after commencement of his/her term of office as President. The Past President shall automatically move off the Board.

Discussion: Claudia Sperling, University of Victoria - doesn't make sense that we are discussing this now as it assumes that we are going ahead with the amendment #2. Anil explained that technically that the amendments to the amendments need to be approved as per rules of order in order to go ahead with the amendment.

1 proxy opposed Russ Winslade, Okanogan College

1 abstention Claudia Sperling, University of Victoria

**All in favour, CARRIED**

2<sup>nd</sup> amendment to the amendment to bylaws

Add wording in consultation with the Board to 5.02 (e)

**All in favour, CARRIED**

## **Amendment #2**

**To increase the duration of the term for each of the positions of President-Elect, President, and Past President from one year to two years.**

Discussion: clauses relating to positions becoming vacant (e and g).

What about office of President Elect? Should this be addressed in this particular section? Anil reported that there is another clause in our bylaws that would cover this. Is this in a logical place? Should it be placed in this section?

How attractive will the position be for those outside of Toronto or larger cities? Stefan indicated that most people involved in CAFCE for that period of time, maybe not on the executive but on the committees. The continuity that can be derived from that length is much greater than what can be

achieved in a year's time. This is uncharted territory for us. The overall benefit is indeed an approach we should consider and try. Diana Young indicated that the Board has been trying to spread the meetings across Canada in order to become more inclusive to all members and allow for more involvement. Claudia Sperlings raised issues of being in a leadership role for 6 years, hard to be there in person, huge commitment and huge cost for those individuals involved on the West Coast. Stefan reported that there are funds available for executive travel. Peter Rans asked if it would cover President Elect and Past President. Claudia – it is great when things are going well but when they are not, it is a concern.

Audio phone in - Karen Reimer commented a person being involved as an Incoming President, President and Past President has enough time to contribute. This is a three year term that allows for contribution and changes to be made. Wearing her Director's hat she indicated that it would be hard to give approval for an employee to take on the task of a 6 year appointment. Stefan expressed that this has been one of the main concerns around this commitment but as a Board sometimes we should try new things to move things forward.

Anil reported that the Board has discussed the same concerns. There are only 3 in-person meetings of the Board each year and they are tied into conferences when possible and part of the cost is funded through CAFCE for the executive. People are committed to CAFCE and are willing to work hard. Most of it doesn't come at a cost of a reduced work load with your institution. Another concern – will it lead to only larger institutions from centrally Canada being in a position to occupy these positions. We have the support of someone from a smaller institution. The AGM is looking to be located in the Incoming President's hometown. Anil stressed that the focus of the Board is what is best for the organization as we move forward.

Muriel explained that before we vote the members should be aware that amendment 2 and 8 have different types of proxies. She went on to explain the following types: specific individual vote; a general proxy vote – based on your decision and not stipulated on which way to vote; a limited proxy vote – specifically stated with a specific stipulation; in favour vote, against vote and abstention vote.

Specific Individual Vote - 27 in favour , 10 against, 1 abstention

General Proxy Vote: 1 in favour, 0 against, 0 abstentions

Limited Proxy Vote: 0 in favour, 0 against, 0 abstentions

In Favour Votes: 108

Against Votes: 61

Need 2/3 of the majority need (113 votes needed to pass)

The amendment is not passed.

**NOT CARRIED**

### **Amendment #3**

#### **Proposed Amendment #3 (By-law 5.03(a))**

**To remove the Treasurer-Elect and the Directors-at-Large (Employer) positions from elections.**

*Rationale: There is no longer a Treasurer-Elect. Directors-at-Large (Employer) have become Representatives-at-Large and are appointed by the Board. To edit grammar/typos.*

#### **5.03 Conduct of Elections**

(a) The President-Elect ~~and~~, the Secretary, ~~the Treasurer-Elect and the Directors-at-Large (Employer)~~, shall be elected by a simple majority of votes cast by the members.

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Reference H: and I from amendment #2

Amendment from the floor to remove h and i from amendment #2

**All in favour, CARRIED**

Amendment from the floor to add h and i to amendment #3

**All in favour, CARRIED**

### **Amendment #4**

#### **Proposed Amendment #4 (By-law 5.03(b), 5.03(e))**

**To amend the requirement of post mailing to electronic mailing in order to allow distribution of election materials by e-mail or fax.**

*Rationale: To keep with the association's current practices.*

#### **5.03 Conduct of Elections**

(b) Elections of Officers listed in 5.03 (a) shall be by e-mailed or faxed ballot which shall be conducted by the Nominating and Awards Committee. However, in the event that the mailed in votes are less than 10% plus one (1) of the membership, the vote will be deemed null and void and the election of the Directors shall be re-addressed at the next annual meeting.

(c) At least ninety (90) days prior to the annual meeting of members, a request for nominations shall be mailed electronically by the Nominating and Awards Committee to all members of the Corporation. Included with the request will be nomination guidelines, nomination forms, a list of incumbent Directors, the nomination status of each incumbent Director (whether or not each intends to stand for re-election) and an outline of the responsibilities of each office. Nominations must be received not less than sixty (60) days prior to the annual meeting of members. Should a member of the Nominating and Awards Committee be nominated and agree to stand for election, the member shall resign from the Committee and a replacement, if necessary shall be appointed.

(d) The Nominating and Awards Committee may make nominations in addition to those submitted in response to its request for nominations to all members. The nominations made by the Committee shall be decided upon by at least a majority of the Committee. The Committee in deciding its nominations shall be guided by the principle that it is in the best interests of the Association that each region of Canada is represented amongst the nominees and that both institutional and employer members are represented and that both male and female candidates be amongst the nominees.

(e) The Nominating and Awards Committee shall confirm the eligibility of all nominees and obtain agreement from those nominated to let their names stand. A slate of candidates shall be prepared and sent to all members at least forty-five (45) days prior to the annual meeting of members. The e-mailing will include biographies of the candidates, ~~and ballot~~ ~~and a self-addressed return envelope~~. Ballots must be returned to the Committee to be received not later than twenty-one (21) days prior to the annual meeting.

(f) The Chair of the Nominating and Awards Committee, a non-candidate member appointed by the Chair and the Executive Director/Office Manager shall act as scrutineer. In the absence of an Executive Director/Office Manager, a second non-candidate member shall be appointed scrutineer by the Chair.

(g) Election results will be announced by the Chair of the Nominating and Awards Committee at the annual meeting of

All in favour, CARRIED

#### **Amendment #5**

#### **Proposed Amendment #5 (By-law 5.10(a), 5.10(c))**

#### **To edit typos.**

*Rationale: To amend "article 5.09" in 5.10(a) to "article 5.08". To amend "article 5.10" in 5.10(c) to "article 5.9.*

#### 5.08 Resignations

Any Director may resign from the Board at any time by delivering a letter of resignation to the President, or to a meeting of the Board. Such resignation shall be effective on the expiration of one week from the date it is received or on such later date as may be specified in the letter of resignation.

#### 5.09 Removal of Directors

The members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a meeting of the members, remove any Director for just cause before the expiration of the term of office.

#### 5.10 Vacancies

A vacancy or vacancies shall be deemed to have occurred:

- (a) If a Director should resign in accordance with article 5.098 of this by-law;
- (b) If an order is made declaring a Director to be a mentally incompetent person or incapable of handling his affairs;
- (c) If a Director is removed in accordance with article 5.409 of this by-law;
- (d) If a Director should die;
- (e) If the number of Directors is increased between the terms.

Vacancies other than the President may, so long as a quorum of Directors remains in office, be filled by the Directors from among the members of the Corporation. If there is not a quorum of Directors in office, the remaining Directors shall forthwith call a meeting of the members to fill such vacancies. Notice of such a meeting shall clearly state the purpose of the meeting and shall include a request for nominations.

All in favour, CARRIED

#### **Amendment #6**

#### **Proposed Amendment #6 (By-law 7.04 and 7.07)**

*Rationale: To cross reference with proposed amendment to 5.02(e) where the President-Elect and Past President may need to assume the President's role and point out their potential additional responsibilities.*

#### **7.04 President-Elect**

In the absence, disability or refusal to act of the President, the Board may vest all the powers and duties of the President in the President-Elect. The President-Elect shall sign such contracts, documents or instruments in writing which require the signature of a President-Elect and shall have and perform all powers and duties incident to the office and such other powers and duties as may from time to time be assigned by the Board.

**The President-Elect may be required to assume the Office of President in the event a President vacates his/her position during the term in accordance with 5.02(e) of this By-law.**

#### **7.07 Past President**

The Past President shall act in an advisory capacity to the Board and make available to it the benefit of this/her their knowledge and experience in relation to the affairs of the Corporation. The Immediate Past President shall serve as Chair of the Nominating and Awards Committee, and shall perform such other duties as may from time to time be assigned by the Board. **The Past President may be required to assume the Office of the President in the event a President vacates his/her position during the term in accordance with 5.02(e) of this Bylaw.**

All in favour, CARRIED

**Amendment #7**

**Proposed Amendment #7 (By-law 7.08)**

*Rationale: To provide consistency to the change of title from Director-at-Large (Employer) to Employer Representatives, Representatives-at-Large.*

**7.08 Directors-at-Large Employer Representatives**

~~Directors~~ Representatives-at-Large shall represent the various interests of employers and educators on the Board, and shall perform such other duties as may from time to time be assigned by the Board.

All in favour, CARRIED

**Amendment #8**

**Proposed Amendment #8 (By-law 8.08)**

**To change the quorum requirement from a percentage of the membership to a number of all voting members.**

*Rationale: The last bylaw change in quorum requirement to 30% of the membership (about 150 members) has proven to be a burden to CAFCE to enlist adequate attendance numbers in person or by proxy. According to the Robert's Rules of Order, the quorum should be as large as a number of members as can reasonably be expected at any meeting. Previous attendance at CAFCE AGMs range from 40-70 members.*

**8.08 Quorum**

~~Thirty percent (30%)~~ Fifty (50) voting members of the association represented in person or by proxy, shall constitute a quorum at a meeting of members. In the absence of a quorum, the members present shall have the power to adjourn the meeting without notice other than announcement at the meeting until a quorum shall be present. Only such business as may have been transacted at the meeting originally called may be transacted at any adjournment thereof.

Discussion:

Individual Votes: 37 for; 2 against; 3 abstentions

General Votes: 0

Limited: 1 against

Amendment approved

**All in favour, CARRIED**

8.0 Nomination and Awards

Stefan Kerry

Stefan reported that this year's committee included: Sonya Horsborough, Kirk Patterson and Kevin Rolston. No nominations were received from Branton and Barber awards.

Bruce Wilson, University of Guelph is the recipient of the CAFCE Service Award. Reference attached citation and letter. Stefan noted that Bruce had been masterful in keeping the PD committee focused and delivering PD events to the members across the country. Web cast availability is one of Bruce's many contributions. While the citation was being read he was being presented with the award by Karen Reimer at the University of Guelph.

Nominations for Elected positions on the Board is also one of the Committee's responsibilities:



Stefan noted that we are required by the bylaws to call for further nominations 3 times.

President-elect position

Move that Kelly Mahoney be put forward as the nomination for President Elect position on the CAFCE Board

**All in favour, CARRIED**

Secretary

Move that Stacey Cool be put forward as the nomination for Secretary position on the CAFCE Board

**All in favour, CARRIED**

Stefan introduced the full board of Directors:

**CAFCE EXECUTIVE:**

PRESIDENT: Kevin Rolston, Langara College  
PRESIDENT-ELECT: Kelly Mahoney, University of Manitoba  
PAST PRESIDENT: Anil Raheja, Memorial University of Newfoundland  
SECRETARY: Stacey Cool, University of New Brunswick Saint John  
TREASURER: Shane Phillippe, OC Financial Services Inc.

**CAFCE REGIONAL REPRESENTATIVES:**

ALBERTA: Diana Young, University of Lethbridge  
ATLANTIC CANADA: Heather Skanes, Memorial University of Newfoundland  
BRITISH COLUMBIA/YUKON: Harriet Chicoine, Simon Fraser University  
Manitoba: TBA  
ONTARIO: Lisa Whalen, Georgian College  
QUÉBEC: Line Marier, ACDEC-Québec  
SASKATCHEWAN: Cliff Harrison, SIAST Palliser Campus

**EMPLOYER REPRESENTATIVE:**

REPRESENTATIVE-AT-LARGE: Serge Gagnon, Construction Kiewit

**EX-OFFICIO:**

Office Manager: Carol Cox, CAFCE

9.0 Adjournment

Anil thanked everyone for attending, the Board for their support and a special thank you to Stefan as past president who is now leaving the Board. Anil presented Stefan with a token of appreciation.

Stefan thanked Anil on behalf of the Executive and Board for his service as President on the Board. Stefan presented Anil with a token of appreciation and also thanked Memorial University.

A special thank you again was expressed to CAFCE and the ACE PD Committee for all their hard work in putting this AGM together.

**Motion to adjourn**

Motion to Approve: Larry Isles, Thompson Rivers University  
Seconded by: Peter Rans, Memorial University

**All in favour, CARRIED**

**Canadian Association for Co-operative Education  
Annual Meeting Minutes  
Thursday, November 6, 2008 – 1-2 pm  
Delta Chelsea Hotel, Rossetti Room, 3<sup>rd</sup> Floor  
33 Gerrard St West, Toronto, ON**

1.0 Opening Remarks Stefan Kerry  
Stefan Kerry welcomed and thanked the members for attending the 2007/08 Annual Meeting

2.0 Appointment of Parliamentarian  
Nancy Chiang from University of Waterloo was appointed Parliamentarian for the meeting.

3.0 Approval of the Agenda

**Motion to approve the agenda**

Motion to Approve: Kirk Patterson  
Seconded by: Diana Young  
**All in favour, CARRIED**

4.0 Approval of Draft AGM Minutes (November 7, 2007)

**Motion to approve the draft minutes from November 7, 2007 as presented**

Motion to Approve: Kirk Patterson  
Seconded by: Malcolm Billings  
**All in favour, CARRIED**

5.0 Reports

5.1 President's Annual Report Stefan Kerry  
Stefan Kerry presented an overview of the Board of Directors and Committee's activities during the 2007/08 membership year. For detailed information please reference the President's Report (CAFCE 2007/08 Annual Report <http://www.cafce.ca/download.php?id=381>). Of special note, (reference the CAFCE 2008 Conference Report) the Conference reported a profit of \$49,571.39 (split 50/50 with EWO) and silent auction profit of \$4,004.60 (earmarked for the CAFCE CSOTY). Mark your calendars for CAFCE 2010 Conference in Charlottetown PEI.

EWO has graciously donated \$10,000 of the conference monies back to CAFCE. Ian Wallace, EWO president officially presented the cheque to Stefan Kerry.

5.2 Treasurer's Financial Report Shane Philippe  
Stefan Kerry presented the Financial Statements on behalf of Shane Philippe, CAFCE Treasurer.  
Revenue:  
KPMG was acknowledged for donating \$800 on behalf of Shane Philippe.  
Expenses:  
Meeting Expenses of \$15,769 were clarified as including (\$8,112 Statistics database, PD committee expenses \$2,856)

Anniversary celebrations difference between 2007 (\$17,550)  
– 2008 amounts comes from the \$2500 to each region.

- [CAFCE Atlantic PD Report](#)
- [Manitoba PD Report](#)
- [Ontario PD Report](#)

(copies: <http://www.cafce.ca/pages/regionalconference.php>)

Shane wants to make sure the message gets out there is that CAFCE is not in dire financial straits.

5.2.1 Approval of the 2007/08 Financial Reports-Year-ended 08/31/08

**Motion to approve the 2007/08 Financial Report – Year ended 08/31/08**

Motion to Approve: Lisa Whalen  
Seconded by: Ian Wallace

Discussion:

Doug Corby asked if there was any way we can get the actual numbers broken out for meetings expenses.

**All in favour, CARRIED**

**Action Item:**

***Carol Cox to put a note meeting expenses breakdown.***

5.2.2 Approval of appointing SEGAL & Partners LLP as auditor of the association for 2008/09 - Year ended 08/31/09

**Motion to approve the approval of appointing SEGAL & Partners LLP as auditor of the association for 2008/09**

Motion to Approve: Stefan Kerry

Seconded by: Kevin Rolston

**All in favour, CARRIED**

6.0 New Business

6.1 CAFCE By-Law Amendment

Stefan Kerry

The members shall, at each annual meeting appoint an Auditor **to audit give assurance regarding** the accounts of the Corporation. **The Auditor shall to** hold office until the next annual meeting provided that the Board may fill a casual vacancy in the office of Auditor. The remuneration of the Auditor shall be fixed by the Board. The Auditors of the Corporation shall be given the same notice as the members for the annual meeting.

Rationale: To provide the Board with the flexibility to hold annual reviews with a full audit every 4-5 years during a non-conference year to reduce the association's expenditures.

**Motion to approve the CAFCE By-Law Amendment:**

Motion to Approve: Stefan Kerry

Seconded by: Anil Raheja

Discussion:

Diana Young asked for clarification of the second sentence. "The Auditor shall hold office until the next annual meeting provided that the Board may fill a casual vacancy in the office of Auditor."

The Auditor shall hold office until the next Annual meeting. In the event that the Auditor is unable to fulfill their responsibility the Board may fill the vacancy.

**Motion to approve the 1<sup>st</sup> amendment:**

Motion to Approve: Doug Corby

Seconded by: Diana Young

All in favour, 1 opposed (Bob Scouler)

**CARRIED**

Discussion:

A full audit will be conducted at least once every five years.

**Motion to approve the 2<sup>nd</sup> amendment:**

Motion to Approve: Bob Scouler

Seconded by: Anil Raheja

All in favour, 2 Opposed (Kirk Patterson, Ken. Porteous)

**CARRIED**

Discussion:

The members shall, at each annual meeting, (additions of coma)

**Motion to approve the 3<sup>rd</sup> amendment:**

Motion to Approve: Chenfeng Huang

Seconded by: Linda Hart

All in favour, **CARRIED**

**Motion to amend the CAFCE Bylaws 11.04 Auditor to include the amendments from Doug Corby, Bob Scouler and Chenfeng Huang.**

Motion to Approve: Stefan Kerry  
Seconded by: Maria Borg-Olivier  
All in favour, Opposed (Kirk Patterson, Ken Porteous)  
**CARRIED**

The members shall, at each annual meeting, appoint an Auditor to give assurance regarding the accounts of the Corporation. A full audit will be conducted at least once every five years. The Auditor shall hold office until the next Annual meeting. In the event that the Auditor is unable to fulfill their responsibility the Board may fill the vacancy. The remuneration of the Auditor shall be fixed by the Board. The Auditors of the Corporation shall be given the same notice as the members for the annual meeting.

7.0 Announcement of the CAFCE 2008/09 Board of Directors Linda Hart

Linda announced the new CAFCE Board of Directors:

Anil Raheja (President)  
Kevin Rolston (President Elect & BC-YK)  
Stacey Cool (Secretary)  
Shane Philippe (Treasurer)  
Stefan Kerry (Past President)  
Diana Young (AB)  
Lisa Whalen (ON)  
Line Marier (QC)  
Kelly Mahoney (MB)  
Cliff Harrison (SK)  
Ernie Doiron (Atlantic Canada)

Ex-officio: Carol Cox

Linda Hart, on behalf of CAFCE Board, presented Stefan Kerry, with a token of appreciation for serving as president for the year.

Stefan Kerry, on behalf of the 2007/08 CAFCE Board, presented Linda Hart with a token of appreciation for her three years of volunteer service on the CAFCE Board.

8.0 Adjournment

**Motion to adjourn**

Motion to Approve: Stefan Kerry  
Seconded by: Nancy Chiang  
**All in favour, CARRIED**



Canadian Association for Co-operative Education  
Association canadienne de l'enseignement coopératif

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www.cafce.ca

September 3, 2009

**Canadian Association for Co-operative Education  
2008/09 Annual General Meeting  
Thursday, November 5, 2009**

**NOTICE OF MOTION  
PROPOSED BY-LAW AMENDMENTS**

***Motion:***

That the by-laws of the Canadian Association for Co-operative Education (CAFCE) be amended as outlined in this document.

1. Proposed Amendment (By-law 5.01, 5.01(f), 5.01(g))
2. Proposed Amendment (By-law 5.02(b), 5.02(c), 5.02(d), 5.02(e), 5.02(g), 5.02(h), 5.02(i))
3. Proposed Amendment (By-law 5.03(a))
4. Proposed Amendment (By-law 5.03(b), 5.03(e))
5. Proposed Amendment (By-law 5.10(a), 5.10(c))
6. Proposed Amendment (By-law 7.04 and 7.07)
7. Proposed Amendment (By-law 7.08)
8. Proposed Amendment (By-law 8.08)

**5. BOARD OF DIRECTORS**

**Amendment # 1**

**Proposed Amendment #1 (By-law 5.01, 5.01(f), 5.01(g))**

**Change the title "Director-at-Large (Employer)" to "Employer Representatives (Representative-at-Large) and to move the "Employer-at-Large" from the Executive Committee (elected) positions.**

*Rationale: The value of the contributions by the Regional Representatives equal that of the Employer Representative and to remove the onerous expectation from an employer to attend both Board and Executive Committee meetings.  
To edit grammar/typos.*

**5.01 Directors**

The affairs of the Corporation shall be managed by a Board of ~~f~~fourteen (14) Directors, each of whom at the time of election or appointment and throughout the term of office shall be a member of the Corporation. The Directors of the Association shall be:

*Executive Committee*

- (a) The President
- (b) The President-Elect
- (c) The Secretary
- (d) The Treasurer
- (e) The Past President
- ~~(f) The Director-at-Large (Employer)~~
- ~~(g) The Director-at-Large (Employer)~~

*Regional Representatives*

1. The Atlantic Region

2. The Quebec Region
3. The Ontario Region
4. The Manitoba Region
5. The Saskatchewan Region
6. The Alberta Region
7. The B.C./Yukon/~~N.W.T.~~ Region

#### *Employer Representatives*

- a) Representative-at-Large
- b) Representative-at-Large

The Executive Committee, in consultation with the Regional Representatives, shall appoint the Employer Representatives.

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### **Amendment #2**

#### **Proposed Amendment #2 (By-law 5.02(b), 5.02(c), 5.02(d), 5.02(e), 5.02(g), 5.02(h), 5.02(i))**

**To increase the duration of the term for each of the positions of President-Elect, President, and Past President from one year to two years.**

*Rationale: To allow the President a lengthier time in office to allow him/her to be more productive during his/her term. The current by-laws were based on the association holding an annual conference which provided each President the opportunity to participate. CAFCE has gone to a biennial (every two years) conference and each President should be allowed the same opportunity. Provide the Executive Committee more continuity with the Office Manager. To edit grammar/typos.*

#### **5.02 Election of Directors**

(a) All Directors of the Executive Committee except the President, Past President shall be elected by the membership. The Treasurer shall be appointed by the Board.

(b) The President-Elect shall automatically become President of the Corporation ~~one two~~ (4 2) years after the commencement of ~~their~~-his/her term of office as President-Elect.

(c) Regional Representatives shall be chosen by members of their respective regions.

(d) No person shall serve as President for more than ~~two~~ four (2 4) consecutive years.

(e) If the Office of President becomes vacant during the term of office, it will be filled by the Past President and/or President-Elect. The Past President and President-Elect will discuss and determine ~~who how shall assume~~ the duties of President will be assumed for the balance of the term.

(f) The election or appointment of the Executive Committee Directors shall be announced at the annual meeting, and these Directors will take office immediately subsequent the annual meeting and hold office until the following annual meeting or until a successor is elected or appointed.

(g) If the Office of the Past President becomes vacant during the term of Office, the Board may appoint a member who has served previously in the capacity of President to assume the duties of Past President for the balance of the term.

(h) Employer representatives shall be appointed by a majority of the Executive Committee and Regional Representatives, from time to time, as deemed appropriate.

(i) Appointed Employer Representatives shall be announced at the annual meeting, and these representatives will take office immediately subsequent the annual meeting and hold office until the following annual meeting or until a successor is appointed.

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### **Amendment #3**

#### **Proposed Amendment #3 (By-law 5.03(a))**

**To remove the Treasurer-Elect and the Directors-at-Large (Employer) positions from elections.**

*Rationale: There is no longer a Treasurer-Elect. Directors-at-Large (Employer) have become Representatives-at-Large and are appointed by the Board. To edit grammar/typos.*

#### **5.03 Conduct of Elections**

(a) The President-Elect and, the Secretary, ~~the Treasurer-Elect and the Directors-at-Large (Employer)~~, shall be elected by a simple majority of votes cast by the members.

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## Amendment #4

### **Proposed Amendment #4 (By-law 5.03(b), 5.03(e))**

**To amend the requirement of post mailing to electronic mailing in order to allow distribution of election materials by e-mail or fax.**

*Rationale: To keep with the association's current practices.*

#### **5.03 Conduct of Elections**

(b) Elections of Officers listed in 5.03 (a) shall be by e-mailed or faxed ballot which shall be conducted by the Nominating and Awards Committee. However, in the event that the mailed in votes are less than 10% plus one (1) of the membership, the vote will be deemed null and void and the election of the Directors shall be re-addressed at the next annual meeting.

(c) At least ninety (90) days prior to the annual meeting of members, a request for nominations shall be mailed electronically by the Nominating and Awards Committee to all members of the Corporation. Included with the request will be nomination guidelines, nomination forms, a list of incumbent Directors, the nomination status of each incumbent Director (whether or not each intends to stand for re-election) and an outline of the responsibilities of each office. Nominations must be received not less than sixty (60) days prior to the annual meeting of members. Should a member of the Nominating and Awards Committee be nominated and agree to stand for election, the member shall resign from the Committee and a replacement, if necessary shall be appointed.

(d) The Nominating and Awards Committee may make nominations in addition to those submitted in response to its request for nominations to all members. The nominations made by the Committee shall be decided upon by at least a majority of the Committee. The Committee in deciding its nominations shall be guided by the principle that it is in the best interests of the Association that each region of Canada is represented amongst the nominees and that both institutional and employer members are represented and that both male and female candidates be amongst the nominees.

(e) The Nominating and Awards Committee shall confirm the eligibility of all nominees and obtain agreement from those nominated to let their names stand. A slate of candidates shall be prepared and sent to all members at least forty-five (45) days prior to the annual meeting of members. The e-mailing will include biographies of the candidates, and ballot and a self-addressed return envelope. Ballots must be returned to the Committee to be received not later than twenty-one (21) days prior to the annual meeting.

(f) The Chair of the Nominating and Awards Committee, a non-candidate member appointed by the Chair and the Executive Director/Office Manager shall act as scrutineer. In the absence of an Executive Director/Office Manager, a second non-candidate member shall be appointed scrutineer by the Chair.

(g) Election results will be announced by the Chair of the Nominating and Awards Committee at the annual meeting of

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## Amendment #5

### **Proposed Amendment #5 (By-law 5.10(a), 5.10(c))**

**To edit typos.**

*Rationale: To amend "article 5.09" in 5.10(a) to "article 5.08". To amend "article 5.10" in 5.10(c) to "article 5.9."*

#### 5.08 Resignations

Any Director may resign from the Board at any time by delivering a letter of resignation to the President, or to a meeting of the Board. Such resignation shall be effective on the expiration of one week from the date it is received or on such later date as may be specified in the letter of resignation.

#### 5.09 Removal of Directors

The members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a meeting of the members, remove any Director for just cause before the expiration of the term of office.

#### 5.10 Vacancies

A vacancy or vacancies shall be deemed to have occurred:

- (a) If a Director should resign in accordance with article 5.09~~8~~ of this by-law;
- (b) If an order is made declaring a Director to be a mentally incompetent person or incapable of handling his affairs;
- (c) If a Director is removed in accordance with article 5.4~~09~~ of this by-law;
- (d) If a Director should die;
- (e) If the number of Directors is increased between the terms.

Vacancies other than the President may, so long as a quorum of Directors remains in office, be filled by the Directors from among the members of the Corporation. If there is not a quorum of Directors in office, the

remaining Directors shall forthwith call a meeting of the members to fill such vacancies. Notice of such a meeting shall clearly state the purpose of the meeting and shall include a request for nominations.

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## Amendment #6

### **Proposed Amendment #6 (By-law 7.04 and 7.07)**

*Rationale: To cross reference with proposed amendment to 5.02(e) where the President-Elect and Past President may need to assume the President's role and point out their potential additional responsibilities.*

#### **7.04 President-Elect**

In the absence, disability or refusal to act of the President, the Board may vest all the powers and duties of the President in the President-Elect. The President-Elect shall sign such contracts, documents or instruments in writing which require the signature of a President-Elect and shall have and perform all powers and duties incident to the office and such other powers and duties as may from time to time be assigned by the Board. **The President-Elect may be required to assume the Office of President in the event a President vacates his/her position during the term in accordance with 5.02(e) of this By-law.**

#### **7.07 Past President**

The Past President shall act in an advisory capacity to the Board and make available to it the benefit of this/her their knowledge and experience in relation to the affairs of the Corporation. The Immediate Past President shall serve as Chair of the Nominating and Awards Committee, and shall perform such other duties as may from time to time be assigned by the Board. **The Past President may be required to assume the Office of the President in the event a President vacates his/her position during the term in accordance with 5.02(e) of this By-law.**

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## Amendment #7

### **Proposed Amendment #7 (By-law 7.08)**

*Rationale: To provide consistency to the change of title from Director-at-Large (Employer) to Employer Representatives, Representatives-at-Large.*

#### **7.08 ~~Directors-at-Large~~ Employer Representatives**

~~Directors~~ **Representatives-at-Large** shall represent the various interests of employers and educators on the Board, and shall perform such other duties as may from time to time be assigned by the Board.

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## Amendment #8

### **Proposed Amendment #8 (By-law 8.08)**

**To change the quorum requirement from a percentage of the membership to a number of all voting members.**

*Rationale: The last bylaw change in quorum requirement to 30% of the membership (about 150 members) has proven to be a burden to CAFCE to enlist adequate attendance numbers in person or by proxy. According to the Robert's Rules of Order, the quorum should be as large as a number of members as can reasonably be expected at any meeting. Previous attendance at CAFCE AGMs range from 40-70 members.*

#### **8.08 Quorum**

~~Thirty percent (30%)~~ **Fifty (50) voting** members of the association represented in person or by proxy, shall constitute a quorum at a meeting of members. In the absence of a quorum, the members present shall have the power to adjourn the meeting without notice other than announcement at the meeting until a quorum shall be present. Only such business as may have been transacted at the meeting originally called may be transacted at any adjournment thereof.

*The end*

**A complete copy of the CAFCE By-laws (2005) is available on [cafce.ca](http://www.cafce.ca/pages/bylaws.php) (<http://www.cafce.ca/pages/bylaws.php>)**



October 29, 2009

Mr. Bruce Wilson  
Co-operative Education and Career Services  
University of Guelph  
50 Stine Rd. East  
Guelph, ON, N1G 2W1

Dear Bruce,

On behalf of the Canadian Association for Co-operative Education (CAFCE) Nominations and Awards Committee, as well as the CAFCE Board of Directors, I would like to congratulate you on being named the recipient of the CAFCE Service Award.

The 2008/2009 CAFCE Service Award recognizes your outstanding contribution to our association through your stewardship of the CAFCE Professional Development Committee. You have made a significant contribution to the professional development of the members of our associations, adding a valuable service to our membership.

Many thanks on behalf of CAFCE and the many co-op practitioners in Canada for your contributions. CAFCE, as a national volunteer association, is dependent on the fine works of individuals such as you in helping our association achieve its goals. Your commitment to co-operative education is an example to us all.

Sincerely,

Anil Raheja  
President

Stefan Kerry  
Chair, Nominations and Awards Committee

cc: Karen Reimer, Director , Co-operative Education & Career Services, University of Guelph  
Mr. Alastair Summerlee, President and Vice-Chancellor, University of Guelph  
Mr. Kirk Patterson, President, Education at Work Ontario  
Mr. Tony Botelho, Associate Director Career Services, Simon Fraser University

**CAFCE SERVICE AWARD (2008/2009)  
CITATION**

The CAFCE Service Award recognizes members who have performed outstanding services to the association in the last year. I am pleased to announce that the 2008/2009 CAFCE Service Award goes to Bruce Wilson of The University of Guelph.

Bruce has been a member of the CAFCE Professional Development Committee since 2003 and has served as Chair of the committee since 2004. In this capacity Bruce has led the committee in creating, organizing, and facilitating CAFCE Professional Development events providing quality professional development opportunities for co-op practitioners across Canada.

Bruce is described as being masterful in keeping the Professional Development Committee focused and motivated through the challenges involved in delivering professional development events to members across Canada. He listens to, and values the contributions of the committee members, and has always taken on more than his share of logistical responsibilities in coordinating events and never complaining while doing so.

A prime example of his leadership was his commitment to bringing PD events to CAFCE members via web casts. In the initial stages of research the costs of doing so seemed prohibitive but Bruce was diligent in exploring all options to try to make the web cast a reality. His persistence led to CAFCE's first ever web cast held in 2007 at the University of Waterloo and the one we are enjoying today courtesy of Simon Fraser University.

I'd ask all our members to join me in offering congratulations to Bruce. Thank you for your time and efforts on behalf of CAFCE!

Stefan Kerry

Chair, CAFCE Nominations and Awards Committee

CAFCE Annual General Meeting and Professional Development, Vancouver, British Columbia, November 5, 2009