



CAPLA BYLAWS



NOVEMBER 29, 2022

TABLE OF CONTENTS

Definitions	2
Mission and Vision	2
Article 1 Conditions of Membership	
1.1 Classes of Membership	3
1.2 Payment of Membership Fees	3
1.3 Termination of Membership	3
1.4 Discipline of Members	3
Article 2 Meeting of Members	
2.1 Annual General Meeting	3
2.2 Special Meeting of Members	4
2.3 Notice of Meetings	4
2.4 Omission of Notice	4
2.5 Voting Privileges	4
2.6 Proxies	4
2.7 Quorum	5
Article 3 Audit	5
Article 4 Dissolution of the Corporation	5
Article 5 Board of Directors	
5.1 Board of Directors - Mandate	5
5.2 Number of Directors	5
5.3 Term of Office	5
5.4 Nominations	6
5.5 Election of the Board of Directors	6
5.6 Meetings of the Board of Directors	6
5.7 Powers of Directors	6
5.8 Directors' Liability	6
5.9 Remunerations of Directors	7
Article 6 Committees	
6.1 Executive Committee	7
6.1.1 Duties of Officers	7
6.1.2 Other Officers	7
6.1.3 Election of the Executive Committee	7
6.1.4 Vacancies	8
6.1.5 Notice of Meeting of the Executive Committee	8
6.1.6 Signing Authorities	8
6.2 Standing Committees	8
6.3 Ad hoc Committees and Working Groups	8
Article 7 Amendment of By-Laws	8
Appendix CAPLA Proxy Voting Form	9

Definitions

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**Board**" means the Board of Directors of the Corporation;

"**Corporation**" means the Canadian Association for Prior Learning Assessment (CAPLA);

"**Director**" means a member of the Board;

"**Executive Committee**" is also referred to as Executive Committee Management Team (EC-MT)

"**Meeting of members**" includes an Annual General Meeting or a Special Meeting of Members, conducted either virtually or in person, which all members in good standing, including those entitled to vote, may attend;

"**Member in good standing**" means individuals and groups that have paid the annual membership fees;

"**Resolution**" means a motion presented to voting members for their approval or rejection;

"**Simply majority**" means 50% of those eligible to vote on a motion.

CAPLA's Mission

CAPLA advances and advocates for the awareness, acceptance, and quality practice of recognition of prior learning processes in a variety of sectors throughout Canada and internationally.

CAPLA's Vision

The Canadian Association for Prior Learning Assessment (CAPLA) envisions a Canada in which all people's skills and knowledge are formally recognized and valued regardless of where they were obtained. This recognition and value will be driven by the broad awareness, acceptance, and application of quality recognition of prior learning (RPL) processes. Quality RPL processes can enhance individuals' access to opportunities to achieve personal and career goals while strengthening the Canadian economy by filling skills gaps with competent workers and supporting social cohesion.

Article 1 Conditions of Membership

1.1 Classes of Membership

CAPLA shall have one membership class composed of individuals, corporations, and other entities that are all referred to as "persons".

Membership in the Corporation shall be available to persons interested in furthering the Corporation's Mission and Vision and who have applied for and been accepted into membership in the Corporation by a motion of the Board; or, in such other manner as may be determined by the Board. Members shall be entitled to receive notice of and to attend the meeting of members.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

1.2 Payment of Membership Fees

The annual membership fees and the date when such fees are renewable by members shall be fixed by a majority vote of the Board.

1.3 Termination of Membership

Membership in the Corporation is not transferable and terminates when:

1. The voting member dies or resigns;
2. The voting member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
3. The voting member's term of membership expires; or,
4. The Corporation is liquidated and dissolved under the Act.

Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

1.4 Discipline of Members

The Board shall have authority to suspend or expel any member from the Corporation by a motion passed by at least two-thirds of the votes cast at an Annual General Meeting of which notice specifying the intention to pass such motion has been given for any one or more of the following grounds:

1. Violating any provision of the articles, by-laws, or written policies of the Corporation;
2. Carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
3. For any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event, the Board determines that a member should be expelled or suspended from membership in the Corporation, the member, for whom termination of membership is being considered, is entitled to formal notice of this Annual General or Special Meeting of Members; and, in addition to the normal requirements, the notice to the said member shall contain a statement that the member has the right to attend this meeting, and make submissions on the issue of termination personally, by agent, or counsel, and the Chairperson of this meeting shall be required to afford the member such opportunity in accordance with accepted rules of procedure. The Board's decision shall be final and binding on the member, without any further right of appeal. **Article 2** Meeting of Members

2.1 Annual General Meeting

The annual meeting of members shall be held at a time and place in Canada to be determined by the Board. At the annual meeting, in addition to any other business that may be transacted, the nomination and election to the Board, the reports of the Directors, the financial statement, and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business as approved for inclusion on the meeting's agenda.

Any interested stakeholder, whether a CAPLA member in good standing or not, is welcome to attend the Annual General Meeting as a non-voting participant.

The Annual General Meeting may take place in-person, through teleconference or with video technology or a combination thereof, to maximize the opportunities for participation across Canada and abroad.

2.2 Special Meeting of Members

The Board shall call a Special Meeting of Members in accordance with Section 167 of the Act, on the written request of 20% of the voting members. If the Directors do not call a meeting within 21 to 30 days of receiving the request, any member who signed the request may call the meeting.

2.3 Notice of Meetings

Notice of the time and place of the Annual General or Special Meeting of Members shall be made public at least two months in advance of the meeting. Members shall receive notification by email and/or through notices on CAPLA's website.

In exceptional circumstances, a Special Meeting of Members may be called, and in such cases, a notice shall be communicated to each member by means of telephonic, electronic, or other communication methods during a period of 21 to 30 days before the day on which the meeting is to be held.

For the purpose of sending a notice to any member, director, officer, or member of a committee of the Board for any meeting, the address of the member, Director, or Officer shall be her/his email address recorded on the current membership list of the Corporation.

Notice of any Special Meeting of Members where special business is proposed to be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

Notice of each meeting of members must remind the member that s/he has the right to vote by proxy.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

2.4 Omission of Notice

The accidental omission to give any notice to any member, director, officer, or member of a committee of the Board; or, the non-receipt of any notice by any such person where the corporation has provided notice in accordance with the by-laws; or, any error in any notice not affecting its substance, shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

2.5 Voting Privileges

Individual Members present and in good standing shall be entitled to one (1) vote at such meetings of the members of the Corporation. The voting member in good standing shall be entitled to one (1) vote for Groups, Organizations and Corporations, that have applied for and have been confirmed as members in the Corporation, and shall be designated and verified from the roster of names supplied to the Corporation.

Each motion submitted to members at any meeting shall be decided by a majority vote (as approved or rejected), as demonstrated by a show of hands or by voiced expression (Yea / Nay) or voicing of objections of the members present. In the case of a tie, the Chairperson of the meeting shall have a deciding vote.

A recorded vote can be requested either before or after any vote by any person entitled to vote at the meeting.

2.6 Proxies

A member may, by means of a written proxy, appoint a proxy-holder to attend and act at an Annual General Meeting or Special Meeting of Members, in the manner and to the extent authorized by the proxy. A proxy-holder must be a member in good standing of the Corporation, but may not necessarily be a voting member. The proxy-holder can hold any number of proxies of voting members.

The Proxy Form (see Appendix) shall be faxed or emailed to the Vice-Chairperson of the Corporation two (2) weeks prior to the start of the meeting. If an acknowledgement of receipt of the proxy form has not been received by the member appointing the proxy within 24 hours, the member is requested to seek clarification from the Vice-Chairperson about the status of the Proxy Form.

All proxies will be validated.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this proxy method of voting by members not in attendance at a meeting of members.

2.7 Quorum at either the Annual General Meeting or Special Meeting of Members

One-fifth of the number of members then in good standing and in attendance or by proxy shall constitute a quorum for the transaction of any business. If at any meeting of the members there shall be less than a quorum present, the Chairperson shall exercise his/her prerogative as to whether the meeting shall be adjourned.

In the event that the meeting proceeds, the business of the meeting requiring a vote on a particular motion(s) shall employ a recorded vote on such motion(s). The Chairperson (or designate) shall then have a maximum of 7 days to contact voting members not present at the meeting to resolve such motion(s), as approved or rejected, and will provide to the member in good standing such information as is necessary to make an informed decision. Voting members receiving such motions and information packages shall have a maximum of 7 days to vote on such motions. The Chairperson (or designate) shall be required to inform voting members of the results of these recorded votes, within three months.

Article 3 Audit

The members shall, at each Annual General Meeting, appoint an Auditor to audit the accounts of the Corporation for the report to the members at the next annual meeting providing that there are sufficient financial resources to do so. The Auditor shall hold office until the next annual meeting provided that the Board sees no impediment to the duly appointed Auditor auditing the accounts. The Board shall fix the remuneration of the Auditor. In the event that the Corporation cannot afford to appoint an auditor, the Corporation will contract a reputable accounting firm to provide bookkeeping services and to provide regular reports for the purpose of oversight by the Finance Committee.

Article 4 Dissolution of the Corporation

In the event that the Board deems it is in the interests of the Corporation to dissolve, the Board shall present a Special Motion to this effect to members at a duly called Special Meeting of Members. Approval of the Special Motion shall direct to Board to commence the dissolution of the Corporation as specified under the Canada Non-for-profit Corporations Act (NFP Act).

At this Special Meeting of Members, the Board shall also request a Special Motion from members specifying the dispersal of all remaining assets to associations or organizations that share in or have a common cause in the stated mission and vision of CAPLA, after all, outstanding liabilities have been paid to creditors.

Article 5 Board of Directors

5.1 Board of Directors - Mandate

The business of CAPLA shall be managed by its Board of Directors of whom a simple majority of the Directors then in office shall constitute a quorum. Directors must be individuals, at least 18 years of age, with power under the law to contract. Directors must be members of CAPLA. There shall be no alternate Directors.

5.2 Number of Directors

The number of Directors shall be not less than seven (7) and not more than sixteen (16).

5.3 Term of Office

Except as otherwise provided for in these By-Laws, the term of a Board member is three years, twice renewable. The Board member may serve a second or third three-year term (6 or 9 years) upon recommendation of the Executive Committee and the Nominations and Elections Committee.

When a new Chairperson is elected, the outgoing Chairperson will become an "ex-officio", voting member of the Board until such time as the current Chairperson completes her/his term. The Past Chairperson must remain a member in good standing.

Members of the Board, including "ex-officio" Directors, may be removed from office on a majority vote of members in good standing, taken at an Annual or Special Meeting of Members, for any reason deemed to be in keeping with the best interest of the Corporation.

If the number of Directors shall fall below 7 members due to retirements or resignations, then the Board may appoint interim Director(s) who will serve until the next Annual General Meeting.

5.4 Nominations

Recommendations for nominations for election to the Board shall be made by the Nominations and Elections Committee; or, may be made by nomination by voting members.

The Nominations and Elections Committee shall be responsible for informing the public of its Annual General Meeting, and for a process involving nominations and elections. A minimum of two months' notice shall be provided for nominations and elections.

The Nominations and Elections Committee shall endeavour to ensure that the slate so offered shall reflect the interests of the Corporation's mission and vision as well as reflect the broad constituencies and regional participation of its membership. The slate so nominated shall be announced to the membership prior to the Annual General Meeting.

If a member in good standing is not nominated in time to be added to the slate, then 20 signatures from members in good standing are required to support such a nomination at the Annual General Meeting. Such nominations and supporting signatures shall be submitted by noon of the day of the Annual General Meeting to the Nominations and Elections Committee for its consideration. The decision of the Nominations and Elections Committee shall be considered final.

5.5 Election of the Board of Directors

In the event at an Annual General Meeting that the number of members seeking the election of the Board is a greater number than the number of positions open for election, then a balloted election shall be exercised on the day of the Annual General Meeting. Members on the ballot who have secured the greatest number of votes for the number of position open for election shall be deemed elected, subject to the provision below. After the election, the ballots shall be destroyed.

The slate will be declared elected at the Annual General Meeting and notification of the results shall be made public.

Newly elected members of the Board will take office at the next Board meeting immediately following their election. Board members are required to be in good standing in CAPLA.

5.6 Meetings of the Board of Directors

Meetings of the Board shall be held regularly and at least four times a year. Fourteen (14) days advance notice shall be given for regular meetings of the Board. Special meetings may be held at any time upon the call of the Chairperson, or Executive Director, or upon email request signed by three (3) Directors. Meetings may be held at any time without notice if a quorum of the Directors is present.

5.7 Powers of Directors

The powers of the Board include but are not limited to: interpreting, amending, altering, or repealing CAPLA's Policies and Procedures; interpreting, amending, altering, or repealing the By-Laws for consideration by members at the Annual General Meeting or Special Meeting of Members; electing, appointing, confirming, or removing any member of any committee; and appointing an Executive Director whose duties and compensation where and when appropriate, shall be determined by the Board.

The Board shall take such steps as it may deem appropriate to enable the Corporation to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the Mission and Vision of CAPLA.

The Board shall have the power to authorize expenditures on behalf of CAPLA from time to time and may delegate by resolution to an officer or officers of CAPLA to do so. The Directors shall have the power to authorize the levying of fees or charges and enforce their collection. The Directors shall have the power to establish a foundation for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe.

5.8 Directors' Liability

Every Director or Officer of CAPLA will be indemnified and saved harmless out of the funds of CAPLA in accordance with the conditions stipulated in CAPLA's Board Liability and Event Insurance.

5.9 Remuneration of Directors

Directors shall serve without remuneration and no Director shall directly or indirectly receive any financial gain from her/his position subject to the provision below. Under exceptional circumstances, a Director may receive compensation for contract work on a short-term basis of less than one year, without resigning from the Board. This occurrence should take place only after a fully transparent search process has been undertaken by the Board amongst all CAPLA members, thereby ensuring an equal opportunity for all to be considered for the position. In the event that a Director does come forward and apply, s/he would declare a conflict of interest, thereby removing her/himself from any discussion pertaining to selection and remuneration. In the event that the work extends beyond one year, the Director in question would be required to resign from the Board.

A Director may be paid reasonable expenses incurred by her/him in the performance of duties.

Article 6 Committees

6.1 Executive Committee (Executive Committee Management Team (EC-MT))

The Officers of the Corporation shall constitute the Executive Committee (or EC-MT) and shall include a Chairperson, , Vice-Chairperson(s), Past Chairperson, Executive Director (ex-officio), Secretary and a Treasurer and any such other members as the Board may from time-to-time appoint or authorize the Chairperson to appoint. No two offices may be held by the same person except in the case of Secretary and Treasurer where the functions may be combined at the discretion of the Board. Officers must be Directors and members in good standing of CAPLA.

The Executive Committee (or EC-MT) shall be composed of not fewer than four (4) and not more than seven (7) members of the Board. The Executive Committee (or EC-MT) shall have such powers and shall perform such duties as the Board may delegate to it in writing from time to time, including the immediate oversight in management of the business affairs of the Corporation. The Committee shall be organized and shall perform its functions as directed by the Board and shall report periodically to the Board. The Committee shall act by a majority of the members thereof, and any action duly taken by the Committee, within the course and scope of its authority, shall be binding upon the Corporation.

All positions of the Executive Committee (or EC-MT) are for a term of three years, twice renewable (9 years maximum), from the date of election or until successors are elected in their stead. Officers are subject to removal by a motion of the Board at any time.

6.1.1 Duties of Officers

The **Executive Director** shall be the chief executive officer of the corporation. S/he shall carry out the general and active management of the affairs of the corporation. The Executive Director (ED) is responsible to the Board and shall see that all orders and motions of the Board are carried into effect. The ED is responsible for the financial and day-to-day operations of the organization and will report to the Executive Committee (or EC-MT) and the Board on a regular basis. The ED works in a supportive capacity with the Chairperson to prepare for meetings of the Board.

The **Chairperson** shall be the leader of CAPLA and shall chair the Annual General Meetings, all Special Meetings of Members and the Executive Committee.

The **Past Chairperson** of the Board provides continuity and corporate memory to the Corporation.

The **Vice-Chairpersons** shall in the absence or inability of the Chairperson, perform such duties and exercise the powers of the Chairperson and shall perform such other duties as shall from time to time be imposed upon her/him by the Board. A Vice-Chairperson shall chair the Nominations and Elections Committee and manage elections.

The **Secretary** shall oversee and/or keep the Minutes of meetings of the Board, including all votes and motions adopted, and shall record all such documents and records.

The **Treasurer** is Chair of the Finance Committee and as such is responsible for all financial operations of the Corporation. S/he shall oversee all assets, liabilities, receipts and disbursements of CAPLA.

6.1.2 Other Officers

The duties and terms of office of any other Officers appointed pursuant to Article 6 shall be specified by the Board or by the Chairperson if so authorized by the Board.

6.1.3 Election of the Executive Committee (or EC-MT)

Members of the Executive Committee (or EC-MT) will be elected at the first meeting of the newly elected Board.

6.1.4 Vacancies

Vacancies on the Executive Committee shall be filled by a majority vote of the remaining members of the Board for the unexpired term.

6.1.5 Notice of Meeting of the Executive Committee (or EC-MT)

Meetings of the Executive Committee (or EC-MT) shall be held at any time determined by the members of such Committee.

6.1.6 Signing Authorities

Contracts or documents requiring the signature of the Corporation shall be signed by any two Officers serving on the Executive Committee (or EC-MT) and all contracts and documents so signed shall be binding upon the Corporation without any further authorization or formality.

6.2 Standing Committees

CAPLA has five standing committees, including the Executive Committee (or EC-MT), Nominations and Elections Committee, Finance Committee, Education & Training Committee and Communications Committee. Descriptions of these committees are noted in the preceding articles or in CAPLA's Policies and Procedures.

6.3 Ad hoc Committees and Working Groups

The Board may create from time to time committees and working groups according to its members and stakeholders.

All Ad hoc committees and working groups shall have at least one member of the Board and shall report to the Board on behalf of the committee.

Article 7 Amendment of By-Laws

Pursuant to Article 5.7, members of the Executive Committee (or EC-MT) cannot alter, delete or replace CAPLA's By-Laws unless directed to do so by at least two-thirds (2/3) of voting members at an Annual General Meeting, or Special Meeting of Members duly called for that purpose.

CAPLA will comply with all requirements of the Act regarding making changes to mandatory Articles in its By-Laws.

Appendix**CAPLA PROXY VOTING FORM for Annual General Meeting or Special Meeting of Members**

As a member of CAPLA, I hereby appoint _____ of CAPLA as my proxy to attend and act at the Annual General Meeting or Special Meeting of Members of the members of the said Corporation to be held on _____ and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if I were present at the Annual General Meeting or Special Meeting of Members or such adjournment or adjournments thereof.

Dated the _____ day of _____, 20__.

Signature of Voting Member