

**CANADIAN ASSOCIATION FOR THE STUDY OF INTERNATIONAL
DEVELOPMENT (CASID)/
ASSOCIATION CANADIENNE D'ETUDES DU DEVELOPPEMENT
INTERNATIONAL (ACEDI)**

BY-LAW NO. 1

**AS AMENDED UNANIMOUSLY BY THE CASID BOARD OF DIRECTORS,
May 30, 2018**

**CANADIAN ASSOCIATION FOR THE STUDY OF INTERNATIONAL DEVELOPMENT
(CASID)/ASSOCIATION CANADIENNE D'ETUDES DU DEVELOPPEMENT
INTERNATIONAL (ACEDI)**

BY-LAW NO. 1

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BY-LAW NO. I

A by-law relating generally to the transaction of the business and affairs of the

**CANADIAN ASSOCIATION FOR THE STUDY OF INTERNATIONAL
DEVELOPMENT (CASID)/
ASSOCIATION CANADIENNE D'ETUDES DU DEVELOPPEMENT
INTERNATIONAL (ACEDI)**

(hereinafter referred to as the "Corporation")

DEFINITIONS AND INTERPRETATION

1. In this By-law No. 1 and in all other by-laws and resolutions of the Corporation, unless the context otherwise specifies or requires, the following terms shall have the following meanings:

1.1 "Corporation" means CASID;

1.2 "Act" shall mean the *Canada Corporations Act*, as amended from time to time;

1.3 "By-laws" shall mean this By-law No. 1 and all other by-laws of the Corporation in effect from time to time;

1.4 "Board" means the board of directors of the Corporation and "Director" means a member of the board;

1.5 "Director" or "Directors" shall mean those persons appointed by CASID to that position;

1.6 "Executive Committee" shall mean a committee made up of the Officers of the Corporation;

1.7 "Officer" shall mean any one or more persons, respectively, who have been appointed as officers of the Corporation in accordance with the by-laws;

1.8 "Member" or "Members" shall mean any one or more persons or organizations who have been admitted to membership of the Corporation in accordance with the by-laws.

2. In the by-laws, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and reference to persons shall include firms and corporations.

BUSINESS OF THE CORPORATION

3. **Corporate Seal.** The seal shall be the seal of the Corporation.

4. **Head Office.** Until changed in accordance with the Act, the head office of the Corporation shall be in the Regional Municipality of Ottawa-Carleton, in the Province of Ontario.
5. **Books and Records.** The Board shall see that all necessary books and records of the Corporation required by the by-laws or by any applicable statute or law are regularly and properly kept.
6. **Financial Year.** Unless otherwise ordered by the Board of Directors, the financial year end of the Corporation shall be March 31st.
7. **Official Languages.** The official languages of the Corporation shall be English and French.

BOARD OF DIRECTORS

8. The property and business of the Corporation shall be managed by a Board of Directors consisting of a minimum of three (3) and a maximum of thirteen (13) persons. Members of the Board must be individuals, at least 18 years of age, with power under law to contract. Persons on the Board must be Members of CASID. The Board of Directors shall consist of the President, Past-President, Vice-President, Secretary, Treasurer, Annual Conference Program Coordinator, the Editor of the *Canadian Journal of Development Studies* and Members at Large or any other officers which the Board may decide to appoint from time to time.

The Editor of the *Canadian Journal of Canadian Studies* will be an ex officio member, appointed by the Board for a one-year renewable term.

11. With the exception of the Editor of the *Canadian Journal of Development Studies*, members at large of the Board shall be elected for a term of three (3) years by the Members through online voting. Terms will be on a rotating basis in a way that ensures a similar number of new members each year.

12. Nominations for membership on the Board shall be made by a Nominations Committee and shall be placed on a ballot submitted to the Members together with the names of those nominated for the board positions of Vice-President, Secretary and Treasurer. Due consideration will be exercised to secure professional, gender, geographical and inter-disciplinary representation on the Board.

13. Members of the Board shall hold office from the day and time of the regular annual general meeting with their term ending as per Articles 33-43. The newly elected members will be announced at the annual general meeting. To this effect, electronic balloting will proceed between a maximum of 20 and a minimum of up to 10 working days prior to the said AGM.

14. The office of a member of the Board shall be automatically vacated:

14.1 if the Board member resigns by delivering a written resignation to the Secretary of the Corporation;

14.2 if the Board member is found by a court to be of unsound mind;

- 14.3 if the member is found to have violated the mission statement and objectives of the organization;
- 14.4 if the member is found to have any conviction for an offence under the Criminal Code of Canada for which all rights of appeal have been exhausted or to have been charged with a crime of moral turpitude;
- 14.5 if the member is not a member in good standing (after two notices are sent out one month apart);
- 14.6 if the Board member becomes bankrupt or suspends payment or compounds with such member's creditors;
- 14.7 if the Board member misses two (2) consecutive meetings of members, unless due cause is given;
- 14.8 if at a special general meeting of the Members a resolution is passed by three-quarters (3/4) of the Members present that the Board member be removed from office;
- 14.9 on the death of such Board Member.

15. Provided that if any vacancy shall occur for any reason set out in paragraph 14 above, the Board members by majority vote, if a quorum remains in office, may, by appointment, fill the vacancy with a Member of the Corporation.

15.1 Vacancies for the unexpired terms of members of the Board shall be filled at the next annual general meeting of Members in accordance with nominating and election procedures.

16. Meetings of the Board may be held at any time and place, within or outside Canada, to be determined by the Board provided that a minimum of 48 hours' written notice of such meetings shall be given to each Board member.

17. Each member of the Board is authorized to exercise one (1) vote.

18. A majority of 50% plus one of the members of the Board as described in article 8 shall constitute a quorum at any meeting of the Board.

19. Provided a quorum of members of the Board is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of Members at which such Board is elected.

20. If all the members of the Board consent thereto generally or in respect of a particular meeting, a member of the Board may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a member of the Board participating in such meeting by such means is deemed to be present at the meeting.

21. Every question arising at any meeting of the Board shall be decided by a majority of votes cast on the question.

22. A resolution in writing, signed by all the members of the Board entitled to vote on that resolution at a meeting of the Board or committee of the Board, is as valid as if it had been passed at a meeting of the Board or committee of the Board.

23. The members of the Board shall serve as such without remuneration and no member of the Board shall directly or indirectly receive any profit from his or her position as such. A member of the Board may be paid/reimbursed reasonable expenses incurred by such Board member in the performance of such member's duties, including reasonable costs and expenses incurred by a member of the Board in attending at meetings of the Board.

24. A Board member's resignation may be effective immediately, provided that in the absence of a written notice specifying that such member's resignation will not be effective immediately. A retiring member of the Board shall remain in office until the dissolution or adjournment of the meeting at which such member's retirement is accepted and such member's successor is elected.

25. The Board may appoint such agents, consultants and professional advisors and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.

26. A reasonable remuneration for all such agents, consultants, professional advisors and employees shall be fixed by the Board.

POWERS AND RESPONSIBILITIES OF THE BOARD

27. The Board may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

28. The Board shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay salaries to employees. The Board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe.

29. The Board shall take such steps as it may deem requisite 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 objects of the Corporation.

30. The duties of the Board are to supervise the achievement of the purposes and functions of the Corporation, with the advice and under the direction of the Officers of the Corporation.

RULES AND REGULATIONS

31. The Board may prescribe such rules and regulations, not inconsistent with the by-laws, relating to the

management and operation of the Corporation as the Board deems expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the Members when they shall be confirmed, and failing such confirmation at such annual meeting of Members, shall at and from that time cease to have any force and effect.

MINUTES OF MEETINGS OF THE BOARD

32. The minutes of the meetings of the Board shall be available to all Members upon request except in the case of the minutes specifically designated as in camera sessions of such Council.

OFFICERS

33. The Officers of the Corporation shall consist of a President, Vice-President, Secretary, Treasurer and any such other Officers as the Board may, by by law, determine.

34. The President shall have been an Officer of the Board in the year previous to taking office and shall serve for one (1) year and can stand for re-election for one additional year only.

35. The Vice-President shall have been a member of the Board prior to, or during the year in which he/she is nominated and shall serve for one (1) year after election by the membership. The Vice-President shall also be designated as President-elect and shall normally become President after completing a one (1) year term.

36. The Secretary and the Treasurer shall, if possible, have been members of the Board prior to, or during the year in which he or she is nominated and shall serve for two (2) years after election by the membership.

37. Nominations for the offices of Vice-President, Secretary and Treasurer shall be made, if possible, and giving thought to the qualifications required, from among voting members who are currently serving or have already served on the Board prior to their nomination or are currently serving their first year of their terms of the Board. The Vice-President, Secretary, and Treasurer shall be elected by electronic balloting of the Membership, supervised by the Chairperson of the Nominating Committee, appointed by the Board. Announcements of election results will be made at the Annual General Meeting.

38. The President shall hold office from the day and time on which the electoral officer reports to the Annual General Meeting. The President will serve for one additional year as a member of the Board as Past President.

39. The Vice-President shall hold office from the day and time on which the electoral officer reports to the annual general meeting until the second annual general meeting.

40. The Secretary and Treasurer shall hold office from the day and time on which the electoral officer reports to the annual general meeting until the second annual general meeting.

41. The Board will also include a Conference Coordinator, appointed for a 2-year term. This person will be appointed by the Board from the membership at large or from the membership of the Board.

42. The President, Vice-President, Secretary, and Treasurer shall be subject to removal from office for just cause after a three-quarters (3/4) vote of the remaining members of the Board.

43. Vacancies in the office of Vice-President, Secretary or Treasurer may be filled for the unexpired term by a majority vote of the Board from among the membership of the Board.

DUTIES OF OFFICERS

44. The duties of the President shall include:

44.1 chairing of all meetings of the Board;

44.2 the appointment, in consultation with the Board, of members to the standing committees specified in this by-law or such others as may be found appropriate from time to time; and

44.3 the proposal to the Board of any new measures and policies which he or she may deem necessary to achieve the objectives and activities of the Corporation.

45. The duties of the Vice-President shall include:

45.1 working with the Conference Coordinator on the organization of conferences and special events, with the support of the Board, on behalf of the Corporation;

45.2 maintaining and building individual and organizational membership of the Corporation;

45.3 those duties delegated- to the Vice-President by the President and the Board; and

45.4 the duties of the President in the event of the absence, incapacity, resignation or death of the latter. In cases of the President's definitive separation, the Vice-President shall fulfill the remainder of the President's uncompleted term under the title of Acting-President.

46. The duties of the Secretary, assisted by contracted individuals, shall include:

46.1 the conduct of correspondence on behalf of the Corporation;

46.2 the notification of the membership of meetings and other business of the Corporation, conferences and special events;

46.3 the recording and distribution of minutes of meetings of the Board and the Corporation;

46.4 the maintenance of a membership roll and such other records as are required in the conduct of the business of the Corporation;

47.0 The duties of the Treasurer, assisted by contracted individuals, will include:

47.1 the collection and safekeeping of the funds of the Corporation

47.2 to be the custodian of the corporate seal of the Corporation, which the Treasurer shall deliver only when authorized by a resolution of the Board to do so and to such person or persons as may be

named in the resolution;

47.3 the formulation and distribution of financial and other reports relating to the conduct of the business of the Corporation prior to the general meeting; and

47.4 such other duties as may be delegated to this office by the President and Board.

48. The Board may appoint an Executive Secretary and such other staff as may be necessary, who will be employees remunerated by the Corporation, to administer any of the foregoing provisions under the direction and responsibility of the Treasurer. The Board may also appoint persons on contract for similar purposes; these individuals will not be employees of the Corporation.

49. The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.

EXECUTION OF DOCUMENTS

50. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two (2) officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Corporation to sign specific contracts, documents -and instruments in writing. The Board may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board.

INDEMNIFICATION OF BOARD, OFFICERS AND OTHERS

51. Every member of the Board or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

51.1 all costs, charges and expenses which such Board member, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Board member, Officer or other person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such Board member, Officer or other person, in or about the execution of the duties of such Board member's, Officer's or other person's office or in respect of any such liability;

51.2 all other costs, charges and expenses which an Board member, Officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such Board member's, Officer's or other person's own willful neglect or default.

CATEGORIES AND RIGHTS OF MEMBERSHIP

52. Membership in the Corporation shall be limited to those interested in furthering the objects of the Corporation. There shall be three (3) categories of membership:

51. 1 Regular Members

Regular Members shall be students, academics or other professionals who are either involved in:

- 52. 1 . 1 teaching courses relating to International Development Studies;
- 52. 1 . 2 conducting research on problems and issues relating to International Development Studies;
- 52. 1 . 3 engaged in international development work, administration, training or other forms of practice; or
- 52. 1 . 4 other interested persons.

Each Regular Member shall be entitled to receive notice of, attend and vote at every meeting of Members of the Corporation.

52.2 Institutional Members

Institutional Members shall be academic, governmental, private or non-governmental organizations interested in International Development. Institutional Members are non-voting members.

52.3 Honorary Members

Honorary Members shall be such persons as are invited by two-thirds (2/3) of the Board in exceptional circumstances, because of their contribution to the work of CASID or their distinguished contribution to the field of International Development, to be designated as Honorary Members.

53. Membership shall be acquired by application to the Secretary in care of the Secretariat. Cases in which the membership category is in doubt (e.g. “regular”, “student”, “global north”, global south” etc.) shall be decided by the Executive Committee of the Board.

54. Membership dues shall be recommended annually for the different categories of membership by the President in consultation with the other members of the Board and shall be approved by two-thirds (2/3) of the members present at the annual general meeting of the Corporation. There shall be no initiation fee. There shall be no dues for Honorary Members.

55. Any Member may withdraw from the Corporation by delivering to the Secretary of the Corporation a written resignation. The latter shall inform the Treasurer of the resignation.

56. Any Member may be required to resign as a Member of the Corporation for the same general reasons indicated in Article 14 above, by a vote of three-quarters (3/4) of the Members at an annual general meeting or special meeting of the Members, provided that such Member shall be granted an opportunity to be heard at such

meeting. All such decisions must conform to the provisions of the Ontario Human Rights Code.

MEETINGS OF MEMBERS

57. The annual or any other general or special meeting of the Members shall be held at the head office of the Corporation or at any place in Canada as the Board may determine and on such day as the Board shall determine.

58. At every annual meeting of Members, in addition to any other business that may be transacted: (a) the report of the Board, the financial statements and the report of the auditors shall be presented to the Members and, (b) the auditors of the Corporation shall be appointed by the Members for the ensuing year and, (c) the Officers and Board shall be announced in accordance with election procedures contained in these bylaws. The Members may consider and transact any business either special or general at any meeting of the Members.

59. The Board or the President or Vice-President shall have power to call, at any time, a general or special meeting of the Members, provided that in the event of the calling of a special meeting of the Members by the Board, the purpose of such special meeting shall be specified in the notice calling such special meeting. The Board shall call a special general meeting of the Members on written requisition of members carrying not less than 5 % of the voting members.

60. A quorum will consist of those attending in person or represented by proxy or email.

61. At least thirty (30) days' written notice shall be given by e-mail to each voting Member of any annual general meeting of Members. In the case of an emergency or special meeting where special business will be transacted, such notice shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken. The notice of each meeting sent to Members must indicate that each Member has the right to vote by proxy at such meeting. The same applies to emergency or special meetings.

62. No error or omission in giving notice of any annual general meeting of Members or any adjourned meeting of Members, whether general or special, of the Members shall invalidate such meeting or make void any proceedings taken thereat, and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any Member, Board member or Officer for any meeting or otherwise, the address of the Member, Board member or Officer shall be the Member's, Board member's or Officer's last address as recorded on the books of the Corporation.

63. Each voting Member present at a meeting of Members shall have the right to exercise one vote. A Member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of Members, in the manner and to the extent authorized by the proxy. A proxy is good only for the meeting for which it is authorized. A proxy holder must be a Member of the Corporation.

VOTING OF MEMBERS

65. At all meetings of the Members every question shall be determined by a majority vote unless otherwise specifically provided by the Act, the by-laws or applicable law.

65.1. Balloting for elections or in resolutions and/or referenda to the membership can be made by electronic balloting as organized by the Nominations Committee or the Executive Committee of the corporation.

AUDITORS

66. **Appointment.** The Members shall at each annual general meeting of Members appoint an auditor to hold office until the termination of the next annual general meeting and to audit the accounts of the Corporation or to prepare Financial Statements for report to the Members at the next annual general meeting. The auditor shall hold office until the next annual general meeting of Members provided that the Board may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board.

67. **Removal.** The Members, by a resolution passed by at least 2/3 of the votes cast at a general or special meeting of Members of which notice specifying the intention to pass such resolution was given, may remove any auditor of the Corporation before the expiration of such auditor's term of office and shall, by a majority of the votes cast at such meeting, appoint another auditor in such auditor's place for the remainder of such auditor's term.

STANDING COMMITTEES

68. The Corporation shall have the following standing committees:

68.1 Nominations Committee: responsible for the nomination of candidates to fill the vacancies for Officers and the Board. The Nominations Committee's list of nominees will be forwarded to the next annual general meeting of Members.

67.3 Other Committees: The Corporation may have such other committees as the Board shall create. .

69. Committees shall consist of at least one member of the Board with other participants draw from the Membership of the Corporation. Committee members shall be appointed by the President and serve for one (1) year subject to renewal. .

RULES OF ORDER

71. The meetings of the Board and of the Members shall be conducted in accordance with *Roberts Rules of Order*.

AMENDMENT OF THIS BY-LAW

72. The by-laws not embodied in the letters patent, may be repealed or amended by a by-law enacted by two-thirds (2/3) of the Board at a meeting of the Board. At least twenty-five (25) Members may also petition an amendment to the by-laws. Ratification of such amendments shall require approval by two-thirds (2/3) vote of approval by voting Members present at the next annual general meeting or at a meeting of Members called for such purpose.

IN WITNESS WHEREOF we have set our hands at the City of Ottawa, on the 30th day of May, 2018

Bipasha Baruah
President

Ian Smillie
Immediate Past President